

By-Laws of Andover Traveling Basketball, Inc.

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ARTICLE I. MEMBERS

Section 1.01 *Voting Class Members.*

The voting class members of the Corporation shall consist of such persons and organizations as meets at least one of the following criteria: a) parent of participating athlete, b) participating team coach, or c) those individuals and/or organizations who may be from time to time elected as members by the affirmative vote of a majority of all of the directors of the Corporation. Active members of the designated representative to the Corporation must have current membership registration on file at the principal office of the Corporation in the City of Andover, State of Minnesota, or at such other place as the Board of Directors may from time to time designate. Membership continues as such until resignation or termination of the member by action pursuant to Section 1.04.

Section 1.02 *Non-Voting Class Members.*

The non-voting members of the Corporation shall be open to any person interested in the mission and/or operation of the Corporation. A Non-voting class member of the Corporation continues as such until resignation or termination by action(s) pursuant to Section 1.04.

Section 1.03 *Rights and Obligations.*

The members of the Corporation as such shall have no right, title, or interest in the property, funds or assets of the Corporation.

Section 1.04 *Termination of Membership.*

Membership of an organization or person in the Corporation shall be terminated by any one of the following: a) by a vote of two-thirds (2/3) of the members of the Board of Directors of the Corporation, b) by a vote of two-thirds (2/3) of the members of the Corporation, or c) a minimum 12 month period of non-attendance and non-communication with any voting-class member regarding the business of the corporation.

ARTICLE II. MEETING OF MEMBERS

Section 2.01 *Annual Meeting of Members.*

An annual meeting of the members of the Corporation shall be held during the month of April each year. Each annual meeting shall be held on such date and such hour and place as the Board of Directors of the Corporation may designate, for the purpose of electing Directors, for the purpose of a report by the Chairperson and the Treasurer on the activities and financial condition of the Corporation; and for the purpose of transacting such other business as may properly come before the meeting; provided, however, that no other business with respect to which special notice is required by law, the Articles of Incorporation of the Corporation or these By-Laws shall be transacted unless such notice shall be given.

Section 2.02 *Special Meetings.*

A special meeting of the members of the Corporation may be called for any purpose or purposes at any time by the Chairperson of the Board or by any member of the Board of Directors. Special meetings of the members of the Corporation shall be held at the principal office of the Corporation in the City of Andover, State of Minnesota, or at such other place as the Board of Directors may designate.

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Section 2.03 *Notice of Meetings.*

Written notice of each meeting of the members of the Corporation, stating the time and purposes thereof, shall be dispatched not less than thirty-one (31) days prior to the meeting to each member entitled to vote at the meeting by such means as meets the approval of the majority of the Board of Directors. If proxies are permitted at the meeting, the notice must so inform members and state the procedure for appointing the proxies.

Section 2.04 *Waiver of Notice.*

A member may waive notice of a meeting of members. A waiver of notice by a member entitled to notice is effective whether given before, at, or after the meeting, and whether given in writing, orally or by attendance. Attendance by a member at a meeting is a waiver of notice of that meeting unless the member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and does not participate in the consideration of the item at that meeting.

Section 2.05 *Quorum.*

At each meeting of the members of the Corporation, the presence in person or, if permitted – by proxy, of a majority of the Corporate Directors with at least twice the total number of Corporate Directors plus one member shall be necessary to constitute a quorum for the transaction of business; provided, however, that if a quorum has been present at a meeting and members withdrawn from the meeting so that less than a quorum remains, the members still present may continue to transact business until adjournment. If a quorum is not present, a meeting may be adjourned from time to time for that reason.

Section 2.06 *Proxies.*

While attendance at meetings is strongly encouraged, the Directors of the Corporation may, from time to time, allow individual members and/or the general membership to vote by proxy on the approval of the majority of the Board of Directors. The appointment of a proxy shall be in writing filed at or before the meetings with the Secretary of the Corporation.

Section 2.07 *Voting.*

Parents and/or legal guardians of participating athletes receive one (1) vote each and all other members shall have one (1) vote regardless of the number of voting-class qualifications. When an organization is a member, its vote shall be cast through its designated representative. Such designation shall be in writing, and shall have been filed prior to the date of the vote being cast at the corporate offices of the Corporation.

Section 2.08 *Adjournments.*

If any meeting of the members is adjourned to another time or place, no notice as to such adjournment meeting need be given other than by announcement at the meeting at which such adjournment was taken. At an adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting as originally noticed.

Section 2.09 *Action by Electronic Communication.*

A conference among members by means of communication through which the participants may simultaneously communicate during the conference is a meeting of the members, if the same notice is given of the conference as would be required for a meeting and if the number of persons participating in the conference is a quorum. Participation in a meeting by this means is personal presence at the meeting.

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Section 2.10 *Action Without a Meeting.*

An action required or permitted to be taken at a meeting of the members may be taken without a meeting by written action signed by all the voting-class members entitled to vote on that action. The written action is effective when it has been signed by all of those members, unless a different effective time is provided in the written action.

ARTICLE III. BOARD OF DIRECTORS

Section 3.01 *General Powers.*

The business and affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors may from time to time delegate such authority and responsibility as it may determine to one or more committees and/or officers.

Section 3.02 *Number, Appointment, and Tenure.*

The Board of Directors of the Corporation shall consist of an odd (i.e. 3,5,7) number of Directors, the minimum number of which conforms to the laws of the state of Minnesota as now enacted or hereafter amended. Each Director of the Corporation Office shall be assigned a classification number (e.g. 1,2,3,4, etc). Directors with classification numbers evenly divisible by two will stand for election in years, which are evenly divisible by two. Remaining Directors will stand for election on those years not evenly divisible by two. Directors shall be elected from among the voting-class members by the members at the Annual Meeting. Each director shall have the right to be re-elected to succeeding terms.

Section 3.03 *Vacancies.*

Any vacancy occurring among the regular or appointed Directors by reason of death, resignation, removal or otherwise shall be filled for the unexpired term by the Board of Directors by a majority vote.

Section 3.04 *Removal.*

Any one or more Directors may be removed with cause by a two-thirds (2/3) vote of the Board of Directors or by a two-thirds (2/3) vote of the membership. When any director has been removed, a new director may be designated or appointed as provided in Section 3.03.

ARTICLE IV. MEETING OF BOARD OF DIRECTORS

Section 4.01 *Regular Meetings.*

Regular meetings of the Board of Directors may be held from time to time at such time and place as the Board of Directors may designate. At the first meeting after the Annual Meeting of members, the Directors shall elect or otherwise appoint a chairperson, vice chairperson, and designate the officers of the Corporation that shall function as such until the next regular meeting of the Board of Directors that follows an Annual Meeting of members.

Section 4.02 *Special Meetings.*

A special meeting of the Board of Directors may be called for any purpose or purposes at any time by the Chairperson of the Board or the Vice Chairperson of the Board or upon written request of any regular Directors of the Corporation. Upon request in writing to the President or

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the Secretary by any regular Directors, such officer shall forthwith cause to be given to the Directors notice of a meeting to be held at such time, not less than seven nor more than ten days after receipt of such a request as such officer may fix. Special meetings of the Board of Directors shall be held at the principal office of the Corporation in the City of **Andover**, State of Minnesota or at such other place as the Board of Directors may designate.

Section 4.03 Notice of Meetings.

Written notice of each regular and special meeting of the Board of Directors, stating date, time and place, and, in the case of a special meeting, the purpose or purposes thereof, shall be dispatched not less than seven nor more than thirty days prior to the meeting to each Director entitled to vote at the meeting at his or her last address according to the available records of the Corporation or by such other means as meets the approval of the majority of the Board of Directors. No business shall be transacted at a special meeting except that which has been specified in the notice of the meetings.

Section 4.04 Waiver of Notice.

A director may waive notice of a meeting of the Board. A waiver of notice by a Director entitled to notice is effective whether given before, at, or after the meeting, and whether given in writing, orally or by attendance. Attendance by a Director at a meeting is a waiver of notice of that meeting, unless the Director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting.

Section 4.05 Quorum.

At each meeting of the Board of Directors, the presence in person or by proxy of at least fifty percent (50%) of the Directors currently holding office shall be necessary to constitute a quorum for the transaction of business. In the absence of such a quorum, any meeting may be adjourned from time to time by a majority of the Directors present. If a quorum is present when a dully called or held meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal of Directors originally present leaves less than the proportion or number otherwise required for a quorum.

Section 4.06 Voting.

Each Director shall have one (1) vote. Except as otherwise provided in the Minnesota Statutes, the Articles of Incorporation of the Corporation or these By-Laws, all questions at a meeting of the Board of Directors at which a quorum is present shall be decided by the affirmative majority vote of the Directors present or by proxy at the meeting.

Section 4.07 Adjournment.

If any meeting of the Board of Directors is adjourned to another time or place, no notice as to such adjourned meetings need be given other than by announcement at the meeting at which such adjournment is taken. At an adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting as originally noticed.

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Section 4.08 ***Meetings by Electronic Communication.***

A conference among Directors by means of communication through which the Directors may simultaneously communicate during the conference is a Board Meeting, if the same notice is given of the conference as would be required for a meeting and if the number of Directors participating in the conference is a quorum. Participation in a meeting by this means is personal presence at the meeting.

A director may participate in a Board meeting by any means of communication through which the Director, other Directors participating and all Directors physically present at the meeting may simultaneously communicate with each other during the meeting. Participation in a meeting by this means is personal presence at the meeting.

Section 4.09 ***Action Without a Meeting.***

Any action required or permitted to be taken at a Board meeting may be taken without a meeting by written action signed by all of the Directors. The written action is effective when it has been signed by all of those Directors, unless a different effective time is provided in the written action.

ARTICLE V. OFFICERS

Section 5.01 ***Election; Qualification; Terms.***

The Chairperson of the Board shall serve as President of the Corporation, the Vice Chairperson of the Board shall serve as Vice President of the Corporation, the Treasurer of the Board shall serve as Treasurer, and the Secretary of the Board shall serve as Secretary or by such other arrangement as may be elected or appointed from time to time by the Board. Unless otherwise specified by the Board of Directors, all officers shall be members of the Corporation. Each officer of the Corporation shall hold office until his or her successor is elected or appointed and shall qualify.

Section 5.02 ***Chairperson and Vice Chairperson of the Board.***

The Chairperson of the Board shall preside at all the meetings of the Board of Directors. In the event of the absence or disability of the Chairperson of the Board, the Vice Chairperson of the Board shall preside at meetings of the Board of Directors.

Section 5.03 ***President.***

The President shall be the Chief Executive Officer of the Corporation, shall have general active management of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall be responsible to the Board of Directors for the application and implementation of established policies in the operations of the Corporation. The President shall maintain records of and, when necessary, certify proceedings of the Board and the members. In the event of the absence of the Chairperson of the Board and Vice Chairperson of the Board, the President shall preside at meetings of the Board of Directors. In general, the President shall perform all duties usually incident to the office of President and all duties prescribed by the Board of Directors.

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Section 5.04 *Vice President.*

The Vice President shall be responsible for attending to communication among and between the committees and Board. The Vice President shall also meet with the President's staff on a regular basis to discuss the conduct of Corporation business. In the absence of the President, the Vice President shall perform all duties of the President. When so acting, the Vice President shall have all the powers of, and be subject to the same restriction as, the President. In the event the position of the President shall become vacant, the Vice President shall succeed to that office for the remainder of the President's term of office, or until such time as a new President is elected and qualified. In the event the Vice President succeeds to the term of President, the Board shall, by majority vote, elect a Vice President to fill the remaining unexpired term of the Vice President.

Section 5.05 *Secretary.*

The Secretary shall give or cause to be given proper notice of all meetings of the members and the Board of Directors. The Secretary shall attend or cause to be attended all meetings, whether regular or special, of the members and the Board of Directors for the purpose of recording or causing to be recoded all proceedings of such meetings in the minute book of the Corporation. The Secretary shall also record or cause to be recorded all proceedings of all committee meetings in such manner that is approved by a majority of the Board of Directors. Recorded proceedings shall be kept at the principal office of the Corporation in the City of Anoka, State of Minnesota, or at such other place as the Board of Directors may designate. The Secretary shall render copies of any recorded minutes upon request by the President, any Director of the Corporation, any member or any committee. The Secretary shall perform other duties prescribed by the Board or by the President.

Section 5.06 *Treasurer.*

The Treasurer shall be responsible for the keeping of accurate financial records for the Corporation. The Treasurer shall be responsible for the depositing of all monies, drafts, and checks in the name of, and to the credit of the Corporation in such banks and depositories as the Board of Directors may from time to time designate. The treasurer shall have power to endorse for deposit all notes, checks, and drafts received by the Corporation, and issue checks and drafts in the name of the Corporation as ordered by the Board making proper vouchers for deposit. The Treasurer shall disburse the funds of the Corporation as ordered by the Board of Directors, making proper vouchers therefore. The Treasurer shall render to the President and the Board of Directors, whenever requested, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. Financial and transaction records shall be kept at the principal office of the Corporation in the City of Anoka, State of Minnesota, or at such other place as the Board of Directors may designate. The Treasurer shall perform other duties prescribed by the Board or by the President.

Section 5.07 *Authority and Duties.*

In addition to the foregoing authority and duties, all officers of the Corporation shall respectively have such authority and perform such duties as may be designated from time to time by the Board of Directors.

Section 5.08 *Compensation of Officers.*

Unless otherwise determined by the Board of Directors, the compensation of the officers of the Corporation and any staff members shall be fixed from time to time, and reviewed at least

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annually, by the Executive Committee or by any committee or officer authorized by the Board or Executive Committee to do so, subject to ratification by a majority of the Board members.

Section 5.09 Contract Rights.

Election or appointment of a person as an officer or agent does not, of itself, create contract rights. The Corporation may enter into a contract with an officer or agent for a period, if, in the judgment of the Board of Directors, the contract would be in the best interest of the Corporation. The fact that the contract may be for a term longer than the terms of the Directors who authorized or approved the contract does not make the contract void or voidable.

Section 5.10 Resignation; Removal; Vacancies.

An officer may resign by giving written notice to the Corporation. The resignation is effective without acceptance when the notice is given to the Corporation, unless a later effective date is named in the notice. An officer may be removed, with cause, by a resolution adopted by the Board of Directors. The removal is without prejudice to contractual rights of the officer. A vacancy in an office because of death, resignation, removal, disqualification or other cause may, or in the case of a vacancy in the office of President or Treasurer, must, be filled for the unexpired part of the term as determined by the Board of Directors, provided that in the absence of an election or appointment officers by the Board, the person exercising the principal functions of the President or the Treasurer is considered to have been elected to the office.

ARTICLE VI. COMMITTEES

Section 6.01 Executive Committee.

The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer of the Corporation. The Executive Committee shall act only during intervals between meetings of the Board of Directors and shall at all times be subject to the control and direction of the Board of Directors. During such intervals and subject to such control and direction, the Executive Committee shall have and may exercise all the authority and powers of the Board of Directors in the management of the business of the Corporation, subject to such limitations as the Board of Directors may impose from time to time. Unless specifically authorized by the Board of Directors, by resolution approved by affirmative vote of a majority of the Directors, the Executive Committee shall not have the authority and power to elect officers, to amend the article of the Corporation, to adopt a plan of merger or consolidation, to authorize the sale or other disposition of all or substantially all, of the property and assets of the Corporation, to authorize a voluntary dissolution of the Corporation or a revocation thereof, or to amend these By-Laws. The President of the Corporation shall act as chairperson of the Executive Committee.

Section 6.02 Other Committee.

The Board of Directors or the Executive Committee may designate one or more other committees from time to time and may adopt such regulations as it deems advisable with respect to the membership, authority and procedures of committees.

Section 6.03 Rules of Procedure.

Subject to these By-Laws and to such regulations as the Board of Directors and the Executive Committee may adopt from time to time, each committee designated by the Board of Directors

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or the Executive Committee may fix its own rules of procedure and may hold meetings at such times and places as it may from time to time determine.

Section 6.04 *Notice of Meetings.*

Written notice of each meeting of the committee members, stating date, time and place, shall be dispatched not less than two (2) nor more than thirty (30) days prior to the meeting to each committee member at his or her last address according to the available records of the Corporation, provided, however, that if the day or date, time and place of a committee meeting has been announced at a previous meeting of the committee, notice is not required.

Section 6.05 *Waiver of Notice.*

A committee member may waive notice of a meeting of a committee. A waiver of notice by a committee member entitled to notice is effective whether given before, at, or after the meeting, and whether given in writing, orally or by attendance. Attendance by a committee member at a meeting is a waiver of notice of that meeting, unless the committee member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting.

Section 6.06 *Quorum.*

At each meeting of the committee, the presence in person of at least thirty percent (30%) of the currently appointed committee members shall be necessary to constitute a quorum for the transaction of business. In the absence of such a quorum, any meeting may be adjourned from time to time by a majority of the committee members present. If a quorum is present when a duly called or held meeting is convened, the committee members present may continue to transact business until adjournment, even though the withdrawal of committee members originally present leaves less than the proportion or number otherwise required for a quorum.

Section 6.07 *Voting.*

Except as otherwise provided in the Minnesota Statutes, the Articles of Incorporation of the Corporation, or these By-Laws, all questions at a meeting of a committee at which a quorum is present shall be decided by the affirmative vote of a majority of the committee members entitled to vote and present in person at a duly held meeting.

Section 6.08 *Adjournment.*

If any meeting of a committee is adjourned to another time or place, no notice as to such adjourned meetings need be given other than by announcement at the meeting at which such adjournment is taken. At an adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting as originally noticed.

Section 6.09 *Meetings by Electronic Communication.*

A conference among committee members by means of communication through which the committee members may simultaneously communicate during the conference is a Committee Meeting, if the same notice is given of the conference as would be required for a meeting and if the number of committee members participating in the conference is a quorum. Participation in a meeting by this means is personal presence at the meeting.

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Section 6.10 *Action Without a Meeting.*

Any action required or permitted to be taken at a committee meeting may be taken without a meeting by written action signed by all of the committee members. The written action is effective when it has been signed by all of those committee members, unless a different effective time is provided in the written action.

ARTICLE VII. INDEMNIFICATION

Section 7.01 *General.*

The Corporation shall indemnify its officers, Directors, committee members, employees, and agents in the manner set forth in Minnesota Statutes 317A.521, provided the Corporation has made such determination or determinations, if any, as it may reasonably require to establish that the standards set forth in Minnesota Statutes 317A.521, Subd. 2, have been met. In addition, the Corporation may, in the sole discretion of its Board of Directors, indemnify such persons or any other person under such circumstances or different circumstances as the Board shall deem appropriate, as long as the Board reasonably believes such indemnification to be in the best interest of the Corporation.

Section 7.02 *Advancement of Expenses.*

If a person is made or threatened to be made party of a civic, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of the Corporation, the person is entitled, upon written request to the Corporation, to payment or reimbursement by the Corporation of reasonable expenses, including attorneys' fees and disbursements, incurred by the person in advance of the final disposition of the proceeding. Said payment shall be made upon receipt by the Corporation of a written affirmation by the person of a good faith belief that the criteria for indemnification described in Section 7.01 above have been satisfied and a written undertaking by the person to repay the amounts paid or reimbursed by the Corporation if it is determined the criteria for indemnification has not been satisfied; and after a determination that the facts then known to those making the determination would not preclude indemnification under this section. The written undertaking is an unlimited general obligation of the person making it, but need not be secured and must be accepted without reference to financial ability to make the payment.

Section 7.03 *Rights Not Exclusive.*

The indemnification provided by this article shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. Nothing contained in this Article shall affect any rights to indemnification to which the Corporation's personnel other than Directors and officers may be entitled by contract or otherwise by law.

Section 7.04 *Insurance.*

The Corporation may buy and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another Corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her, and incurred by him or her in any such capacity.

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ARTICLE VIII. MISCELLANEOUS

Section 8.01 **Principal Office.**

The principal office of the Corporation, at which the general business of the Corporation shall be transacted and at which the general records of the Corporation shall be kept, shall be in **Andover**, Minnesota or at such other place in the State of Minnesota as the Board of Directors may from time to time designate.

Section 8.02 **Execution of Instruments.**

All deeds, mortgages, bonds, notes, checks, drafts, contracts, trusts, indentures, and other instruments shall be signed on behalf of the Corporation (a) by the Chairperson of the Board or the Vice Chairperson of the Board or the President or a Vice President and by the Secretary or the Treasurer or (b) by such other person or persons as may be designated from time to time by the Board of Directors.

Section 8.03 **Corporate Seal.**

The Corporation shall not have a corporate seal.

Section 8.04 **Fiscal Year.**

The fiscal year of the Corporation shall be the twelve-month period ending December 31 each year, or such other period as the Board of Directors may from time to time designate.

Section 8.05 **Audits.**

The Board of Directors shall cause the books of account of the Corporation to be audited at least once in each fiscal year or at such other times as it may deem necessary or appropriate.

Section 8.06 **Meetings.**

All meetings of the Board of Directors, members and committees shall be conducted in a manner of the broad principles of such parliamentary works as the Revised Robert's Rules of Order and which maintains personal respect and patience during debate, particularly during periods of differing opinions, in order to reach a majority consensus that best advances the interests of the Corporation.

Section 8.07 **Minutes.**

The minutes of all meetings of the Board of Directors, members and committees, whether regular or special, shall be kept in a manner defined by the Secretary of the Board and approved by the Board of Directors. Copies of any minutes must be made available upon request to the Board of Directors, any Director, any member or any committee.

ARTICLE IX. AMENDMENT OR REPEAL

Section 9.01 **Amendment or Appeal.**

These By-Laws may be altered, amended, appealed or new By-Laws may be adopted at any meeting of the Board by a vote of two-thirds (2/3) of the then members of the Board and by a

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majority at a meeting of the membership. At least sixty (60) days written notice must be given of the intention to alter, amend, repeal or adopt new By-Laws.