

BYLAWS/CONSTITUTION OF ST. ANTHONY VILLAGE SPORTS BOOSTERS, INC.

ARTICLE I. PURPOSE

Section 1. The purpose of the St. Anthony Village Sports Boosters (SASB) shall be to provide and support a well-rounded program of athletic and community activities and thereby enhance the physical and mental development of our youth. The program works with school and city representatives in our common athletic endeavors, and encourages the interest, support, and participation of our residents in our programs.

Section 2. SASB primarily serves youth who either live within the geographic boundaries of St. Anthony/New Brighton Independent School District 282 (District 282) or are enrolled students in District 282 schools or St. Charles Borromeo. Youth who do not live within the District 282 boundaries and who are not enrolled in St. Charles Borromeo or District 282 schools may participate in SASB programs only if space is available on a team roster.

Section 3. SASB shall sponsor only programs that are not simultaneously offered by St. Anthony Village High School (excluding intramural sports)

ARTICLE II. OFFICES

The registered office of the SASB shall be determined by the Board of Directors.

ARTICLE III. MEMBERSHIP

Section 1. Each parent or legal guardian becomes a member upon payment (or waiver by a Sports Board) of the child's registration fee for a sponsored sport. Such membership continues in effect for a period of one year, at which time membership is terminated unless renewed by the previously stated process during the registration period for any sponsored sport.

Section 2. All officers, directors, coaches, and other persons officially engaged in the operation of the SASB become members and remain members until they cease active participation in the affairs of SASB.

Section 3. Persons or corporations contributing financial or in-kind aid to SASB may be issued honorary membership in such form as determined appropriate by the Board of Directors. Contributing members or sponsors shall have no vote in the corporation unless they are also qualified members under Section 1 or 2 of this article.

ARTICLE IV. MEETING OF THE MEMBERSHIP

Section 1. The annual meeting of the members shall be held on the second Wednesday in the month of January in each year at the hour of 7:00 p.m. at a location designated by the Board of Directors. The purpose of the meeting will be to elect the administrative officers of the Board of Directors as prescribed in Article V for the ensuing year. The members may transact such business as may properly come before them.

Section 2. Special meetings of the members may be called by the president, or by any three directors. No business may be transacted at a special meeting except as specifically stated in the published notice of the meeting.

Section 3. A notice stating time, place and business to be considered for each annual or special meeting shall appear on the SASB website and shall be sent to each director at least 10 days prior to such meeting.

Section 4. Members shall have voting rights to elect the Officers. Cumulative voting shall not be allowed. Each member shall be entitled to one vote. All voting rights shall be equal. Members must attend three meetings during the previous year (January 1 - December 31) to be entitled to vote at the annual meeting.

Section 5. If any meeting of the members is adjourned to another time and/or place, no notice of such adjourned meeting need be given other than at the meeting at which the adjournment is taken.

Section 6. The fiscal year of the SASB shall be from January 1 to December 31.

Section 7. Robert's Rules of Order shall govern proceedings at all meetings.

Section 8. A member may not voluntarily or involuntarily transfer his or her membership or any right arising there from.

ARTICLE V. MEETING OF THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the following Administrative Officers of the SASB: president, administrative vice-president, equipment vice-president, field and facilities vice-president, secretary, treasurer and coaching vice-president. Other directors include the St. Anthony Village High School Athletic director or his/her designee, the immediate past president and the current sports president or board designee for all sports activities sponsored by SASB.

Section 2. Officers shall hold office from election until the next annual meeting or their earlier resignation, removal or replacement.

Section 3. Regular meetings of the Board shall be held in September, November, January, March, and May on the first Wednesday of the month, except in September and January

when it will be held on the second Wednesday. The meeting time will be 7:00p.m. except in January when it will follow the annual meeting. Meetings shall be held at a place designated by the Board.

Section 4. Special meetings of the Board may be called by the president or any two directors. Date, time, location, and business of such meeting will be designated by the callers. Notice of such special meeting shall be sent to each Board member at least 5 days prior to the meeting

Section 5. A majority of the Administrative Officers of the Board of Directors (excluding the immediate past president and athletic director or his/her designee) shall constitute a quorum for the transaction of business at any meeting. The immediate past president and athletic director or his/her designee can count towards a quorum but not against it.

Section 6. Any vacancy occurring in the Officers of the SASB prior to the annual meeting may be filled by the Board of Directors.

Section 7. The Board shall have general management and control of the SASB and shall be governed by the terms outlined in these by-laws.

Section 8. Any Officer may be removed by a two-thirds vote of all members of the Board (excluding the immediate past president and athletic director or his/her designee), whenever in its judgment the best interests of the SASB would be served. The immediate past president and athletic director or his/her designee are not eligible to vote on this matter nor are they counted in calculating the number of votes necessary to reach two-thirds.

Section 9. Each eligible member must attend at least 3 meetings within the previous 12 months to be eligible to vote on any motions on the floor; cumulative voting is not allowed.

ARTICLE VI. OFFICERS

Section 1. The officers of the corporation shall be the president, administrative vice president, equipment vice president, field and facilities vice president, coaching vice president, treasurer, and the secretary.

Section 2. The officers of the corporation shall be elected annually by the members at the annual meeting of the members.

Section 3. A vacancy in any office may be filled by the Board of Directors for the remaining portion of the term.

Section 4. The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He or she shall preside at all meetings of the members and of the Board of

Directors. He or she may sign, with the secretary or any other officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of the corporation; and in general he or shall perform all duties incident of the office of president and such other duties as may be prescribed by the Board of Directors from time to time. In addition thereto the president shall:

- a. Sign all written contracts and obligations of the corporation with the secretary.
- b. Appoint the chairpersons and members of standing and special committees of the corporation subject to approval by the Board of Directors.
- c. Have the power to invite persons not members of the corporation to attend regular or special meetings or the Board of Directors subject to the approval by the Board of Directors.
- d. Shall be a voting member of all committees.

Section 5. Administrative Vice President. In the absence of the President or in the event of his or her inability or refusal to act, the administrative vice president shall perform the duties of the president, and when so acting shall have all the powers of and be subject to all the restrictions upon the president. The administrative vice president shall perform such duties as may be assigned to him or her by the president or by the Board of Directors

Section 6. Equipment Vice President. In the absence of the president and the administrative vice president or in the event of their inability or refusal to act, the first equipment vice president shall perform the duties of the president and when so acting shall have all the powers and be subject to all the restrictions upon the president. He or she, with the assistance of the second vice president, shall have charge of all equipment of the corporation and be responsible for equipment storage and inventory.

Section 7. Field and Facilities Vice President. He or she shall manage the coordination and maintenance of all facility and field sites

Section 8. Coaching Vice President. He or she shall provide the services of surveys, coaches clinics, coaches certification, background checks, manage parent/player/coaches discipline issues and conflict resolution of all individual sports boards.

Section 9. Treasurer. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for

monies due and payable to the corporation and deposit all such monies in the name corporation in such banks, trust companies, or other depositories that shall be selected in accordance with Article IX of these bylaws; and in general perform all duties incident to the office of treasurer. In addition, he or she shall submit a detailed audit or annual financial statement of the corporation for the preceding fiscal year as soon as reasonably possible after the end of the fiscal year. He or she shall further submit a detailed financial statement for the preceding month at each regular meeting of the Board of Directors which financial statement must be approved by the Board.

Section 10. Secretary. The secretary shall keep the minutes of the meetings of the members and of the Board which are kept in a file. The secretary shall see that all notices are given in accordance with the provision of these by-laws or as required by law. He or she shall be the custodian of the corporate records; and in general perform all duties incident to the office of secretary. Further, he or she shall conduct the official correspondence of the corporation.

ARTICLE VII. SPORTS BOARDS

Section 1. Purpose: Each individual sports board of directors shall have general charge over the activities of their sport. It is the intent of the SASB to recognize such Individual Sports Board of Directors provided that they meet the eligibility and written documentation requirements below:

Section 2. Eligibility: The sports boards must emanate from a bona-fide SASB approved sport, and

- a. Must be of perpetual nature defined as
 - Being in existence from year to year
- b. Must be of democratic posture defined as
 - Allowing for an annual open election of officers, board members, or directors
 - Allowing for regular and open meetings or forums
 - Allowing for membership at the individual sport level
- c. Must provide, promote and implement a program at more than one age or grade level
- d. Annually demonstrate a balanced budget
- e. All actions must adhere to all SASB by-laws and *Individual Sports Policies* and will at all times be a nonprofit, community service organization operating under the by-laws of the SASB, and shall not operate as an independent entity (501(c)3, LLC or other public charity recognized as such under IRS guidelines).
- f. Individual Sports Organizations must retain the term “Booster” or “Boosters” within their title.
- g. All SASB sports funding (registration, fundraising and others) will be held by the SASB Board.

Section 3. Written Documentation: Each Individual Sports Board organization must provide written documentation that demonstrates it adheres to the following:

- a. It is of a perpetual nature
- b. It is of democratic posture

- c. It provides, promotes and implements a program at more than one age or grade level (and must include the following additional documentation, if applicable):
 - Coach Selection
 - Team Selection and Composition
 - Traveling Tryout Policy and Procedures
- d. Any and all meetings will not conflict with any and all meetings of the SASB in regards to time, place or location.
- e. All actions must adhere to the Articles of the SASB By-Laws and *Individual Sports Policies*, and will at all times be a nonprofit, community service organization operating under the by-laws of the SASB.
- f. Its board or any board of directors individually or collectively shall not have the authority to create any indebtedness whatsoever, except on approval of the SASB Board of Directors.
- g. Allows for at least the same membership terms as stated in Article III, sections 1 through 3 of the SASB bylaws.
- h. The name of the organization contains “Booster” or “Boosters”

Section 4. Additional Provisions: The following language must be included as an Article to the Individual Sports documents (non-negotiable):

“Any portion of this document which violates any provisions of the laws of the State of Minnesota, or of the United States, or any rules, regulations, or by-laws of the Minnesota State High School League or SASB, either now or hereafter will be null and void without force or effect”

ARTICLE VIII. COMMITTEES

Section 1. Committees may be established by the board of directors in its discretion.

Section 2. No committee shall have authority to create any indebtedness whatsoever, except on specific authority from the Board of Directors. To the extent that the general jurisdiction of one committee overlaps that of another, the president shall define the duties of each.

Section 3. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board.

Section 4. The chairperson of each committee shall report the business conducted at a meeting to the Board at its next regular meeting.

ARTICLE IX. CONTRACTS, CHECKS, DEPOSITS, and FUNDS

Section 1. The Board of Directors may authorize, by resolution, any officer or officers, agent or agents of the corporation in addition to the officers authorized by the by-laws, to enter into any contract or to execute and deliver any instrument in the name of or on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. All checks, drafts, or orders of payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such 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. In absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer.

Section 3. All funds of the corporation shall be deposited from time to time to the credits of the corporation in such banks, trust companies, or other depositories or other depositories as the Board of Directors may select.

Section 4. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for special purpose of the corporation.

ARTICLE X. CERTIFICATES OF MEMBERSHIP

Section 1. Certificates of membership will not be issued to regular members of the corporation.

Section 2. The Board of Directors may provide for the issuance of certificates of honorary membership in the corporation, which will be such form as may be determined by the Board.

ARTICLE XI. BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any authority of the Board of Directors. All books and records of the corporation may be inspected by any member, or his or her agent or attorney for a proper purpose at any reasonable time.

ARTICLE XII. SEAL

The corporation shall have no seal.

ARTICLE XIII. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Minnesota Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or by the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV. AMENDMENT TO BY-LAWS

These by-laws may be altered, amended, or repealed and new by-laws may be adopted by a majority of the Directors present any regular meeting or at any special meeting, if at least two days written notice is given of intention to alter, amend, or repeal or to adopt new by-laws at such meeting.