



**BYLAWS OF
WOODBURY ATHLETIC ASSOCIATION**

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BYLAWS
OF
WOODBURY ATHLETIC ASSOCIATION

ARTICLE I

NAME AND LOCATION

Section I.1 Name. The name of this Corporation is Woodbury Athletic Association, herein referred to as the “Corporation.” The Corporation is commonly known as “WAA.”

Section I.2 Registered Office. The registered office of the Corporation in Minnesota shall be as provided and designated in the Articles of Incorporation. The Board of Directors of the Corporation (the “Board” and a Board member individually, a “Director”) may, from time to time, change the location of the registered office. On or before the day that such change is to become effective, a certificate of such change and of the location and post office address of the newly registered office shall be filed with the Secretary of State of the State of Minnesota.

Section I.3 Purpose. The purpose of the Corporation is to promote the athletic and social development of the youth of the City of Woodbury, State of Minnesota, through organized sports as a means of healthy recreation and physical fitness; and the maintenance of high standards, fair play and good sportsmanship; and to encourage the athletic and social development of all youth without regard to race, creed, color or national origin.

ARTICLE II

MEMBERS

Each individual over the age of eighteen (18) who is the parent or legal guardian of one or more children enrolled in a WAA program shall be a Member and have all the rights of a Member as provided in these Bylaws. The Corporation’s Members shall adhere to the rules and regulations as set forth by the Board and shall have the right to attend meetings of the Board; however, Members shall have no voting rights. From time to time, the Board shall have the authority to accept any person as a member as the need arises, whether they have children in the program or not.

For purposes of Minnesota Statute Section 349.16, each Director currently serving on the Board shall constitute a member eligible to vote on gambling matters.

ARTICLE III

BOARD

Section III.1 Board. The business and affairs of the Corporation shall be managed by or under the direction of the Board. The Board shall be responsible to ensure that the policies of the Corporation are followed and that the purposes of the Corporation are achieved.

Section III.2 Number. The Board shall consist of not less than ten (10) or more than twenty (20) natural persons. The composition of the Board shall be as follows:

A. Four (4) seats on the Board shall be filled by persons elected to the following offices and shall constitute the “Executive Committee”:

- i. President;
- ii. Vice-President;
- iii. Secretary;
- iv. Treasurer

B. Eleven (11) seats on the Board shall be filled by persons elected to the following positions:

- i. Baseball Director;
- ii. Boys’ Basketball Director;
- iii. Girls’ Basketball Director;
- iv. Football Director;
- v. Soccer Director;
- vi. Softball Director;
- vii. Track Director;
- viii. Volleyball Director;
- ix. Wrestling Director;
- x. Member At-Large I; and
- xi. Member At-Large II.

Section III.3 Classes of Directors. The Board shall be and is divided into two (2) classes, as nearly equal in number as possible, designated Class I and Class II. In the case of any increase or decrease, from time to time, in the number of Directors, the number of Directors in each class shall be apportioned as nearly equal as possible. No decrease in the number of Directors shall shorten the term of any incumbent Director. The purpose of the two classes is to designate the alternating order of terms as per addendum.

Section III.4 Term. Each Director shall serve for a term ending on the date of the second Annual Meeting following the Annual Meeting at which such Director was elected; provided, however, that each Director initially appointed to Class I shall serve for an initial term expiring at the Corporation’s first Annual Meeting following the effectiveness of this provision. Each Director initially appointed to Class II shall serve for an initial term expiring at the Corporation’s second Annual Meeting following the effectiveness of this provision; provided further, that the term of each Director shall continue until the election and qualification of a successor and be subject to such Director’s earlier death, disability, resignation, removal, or disqualification. The initial Class I and Class II Directors and their respective terms shall be as provided on the attached Exhibit A.

Section III.5 Nominating Committee; Self-Nominated Candidates; Election of Directors

A. Nominating Committee. The Executive Committee shall serve as the Nominating Committee. The purpose of the Nominating Committee shall be to nominate persons for election to the Board. The Nominating Committee shall notify the Secretary of the Corporation of its nominations at least thirty (30) days prior to the meeting in which an election of Board member(s) will take place. In making its nominations, the Nominating Committee shall endeavor to take into account the interest of the Corporation in gender fairness; cultural and ethnic diversity; and representation of various parts of the youth recreational community.

B. Self-Nominated Candidates. Persons who are not nominated by the Nominating Committee shall be added to the ballot and shall be eligible for election to the Board if they notify

the Secretary of the Corporation of their intent to seek a seat on the Board no later than thirty (30) days prior to the date of the meeting at which the election shall take place. The notice to the Secretary shall include the name and contact information of the individual running and identify the seat for which such individual is running.

C. **Elections.** At the Annual Meeting of the Board, the Directors completing their Term shall vote to elect Directors for each directorship for the upcoming term from among the properly nominated and self-nominated candidates. Each then-sitting Director shall have one (1) vote per directorship, and cumulative voting shall not be allowed. If there is more than one nominee running for a directorship, the nominee receiving the most votes shall be elected to the Board of Directors for the upcoming term. If there are no nominees for a directorship, nominations may be accepted from the floor at the meeting for such directorship.

Section III.6 Resignation. A Director may resign at any time by giving written notice to the President. The resignation is effective without acceptance when the notice is given to the Corporation, unless a later effective time is specified in the notice.

Section III.7 Vacancies. Vacancies on the Board resulting from the death, resignation, removal, or disqualification of a Director may be filled by the affirmative vote of a majority of the remaining Directors at a duly called meeting held for such purpose. Vacancies on the Board resulting from newly-created directorships may be filled by the affirmative vote of a majority of the Directors serving at the time of the increase at a duly called meeting held for such purpose. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office or until a qualified successor is elected or appointed at the next Annual Meeting.

Section III.8 Removal of Directors. A Director may be removed at any time For Cause by the majority of the remaining Directors present affirmatively voting to remove the Director at a special meeting duly called for such purpose. As used in this Section 3.08, For Cause means the failure by the Director to perform his or her material responsibilities, misappropriating funds of the Corporation, willful conduct of the Director involving immoral acts which impairs the reputation of the Corporation, including without limitation unsportsmanlike conduct unbecoming of a Director.

Section III.9 Board Meetings

A. **Annual Meeting.** The Annual Meeting of the Board shall be held on the second Monday in January of each year at such time as may be designated by the Board of the Corporation, and at such place within the City of Woodbury, State of Minnesota, as may be designated by the Board. Other meetings of the Board may be held from time to time as provided in this Section. Unless otherwise specified by the Board, the meeting shall be held at the principal executive office.

B. **Regular Meetings.** A regular meeting of the Board shall be held without other notice than this Section 3.09 on the second (2nd) Monday of each month at the Corporation's principal executive office (unless otherwise specified by the Board) for the regular transaction of business. The Board shall provide notice prior to each regular meeting setting for the meeting agenda. Notice may be provided via electronic means.

C. **Special Meetings.** Special meetings of the Board may be called by or at the request of the President or any three (3) Directors as provided in Section 3.09. Special Meetings shall be held at the Corporation's principal executive office.

D. **Electronic Communications.** A conference among Directors by any means of communication through which the Directors may simultaneously hear each other during the conference constitutes a board meeting, if the same notice is given of the conference as would be required under these Bylaws for a meeting; and if the number of Directors participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by such means constitutes presence in person at the meeting. A Director may participate in a Board meeting not described above by any means of communication through which the Director, other Directors so participating, and all Directors physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by such means constitutes presence in person at the meeting.

E. **Notice; Waiver.** Notice of any special meeting shall be given at least five (5) days prior thereto by written notice delivered personally, mailed, or via electronic communication (including but not limited to email) to each Director at his or her address on file. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If by email, such notice shall be deemed delivered when the sender receives electronic confirmation of the recipient's receipt thereof. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

F. **Quorum.** A majority of the entire Board shall constitute a quorum for the transaction of business except that when a vacancy or vacancies exist, a majority of the remaining Directors shall constitute a quorum. In the absence of a quorum, a majority of the Directors present may adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal of a number of Directors originally present leaves less than the proportion or number otherwise required for a quorum.

Section III.10 Act of the Board. Each Director shall have one (1) vote on matters that are put before the Board. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board required to take such action had a meeting of all Directors been held unless otherwise required by Minnesota Statute Chapter 317A, or by the Articles of Incorporation. A Director of the Corporation who is present at a meeting of the Board or a committee thereof at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he, she or it shall file his, her or its written dissent to such action with the Secretary of the meeting before the adjournment thereof or unless such dissent is sent by registered mail to the President of the Corporation within five (5) days after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section III.11 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken by written action signed by all the Directors. The written action is effective when signed by the required number of Directors, unless a different effective date is provided in the written action. Consent or approval from a Director via e-mail correspondence shall constitute a signed writing from such Director for purposes of this Section 3.10.

Section III.12 Standard of Conduct. A Director shall discharge the duties of the position of Director in good faith, in a manner the Director reasonably believes to be in the best interest of the Corporation, and with the care an ordinarily prudent person in like position would exercise under similar

circumstances. A person who so performs those duties is not liable by reason of being or having been a Director of the Corporation.

Section III.13 Director Conflicts of Interest. This Corporation shall not enter into any contract or transaction with one or more of its Directors; a Director of a related organization (within the meaning of Minnesota Statutes, Section 317A.011, subd. 18); or an organization in or of which a Director is a Director, Officer or legal representative or has a material financial interest, without the prior consent of the Board at a duly called Special Meeting held for such purpose. Prior to the Special Meeting, the interested Director shall fully disclose his or her interest in writing to the President who shall include it in the meeting notice. The interested Director may be present at the Special Meeting for discussion and to answer questions but may not advocate for the action to be taken and shall abstain from voting on whether to approve the action and shall not be present in the room during the vote. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

Section III.14 Committees. The Board may, by a majority vote, establish one or more committees in addition to the Executive Committee and Nominating Committee, which, to the extent determined by the resolution, shall have and exercise the authority of the Board in the management of the business of the Corporation. Any such committee shall always be subject to the control and direction of the Board. Committee members need not be Directors. To the extent permitted by law, a committee may act by written action in lieu of meeting, in the same manner as the Board may act in writing pursuant to Section 3.10 of these Bylaws.

Section III.15 Organization; Order of Business. The President shall preside at all meetings of the Board. The President, and in his or her absence the Vice-President, and in their absence, any Director chosen by the Directors present, shall call the meeting of the Board to order and shall act as Chair of such meeting. The order of business at any meeting of the Board shall, to the extent appropriate and unless modified by the presiding Chairman, be:

a: Roll Call

b: Review of Minutes

c: Review Treasurer report

d: President Report

e: Vice-President Report

f: Elections

g: Old Business

h: New Business

Section III.16 Ex Officio Member. The past President of the Corporation may serve as an ex officio member of the Board in order to ensure continuity in the activities of the Corporation.

Section III.17 Compensation. The Board may approve and make payment of a reasonable stipend to a Director in carrying out his or her duties.

Section III.18 Attendance at Annual Meetings. Any person with a child currently participating in a WAA sport, or who has paid athletic dues for one or more child's participation in a WAA sport, may attend each annual meeting of the Board and be permitted to participate in discussion as provided in Section 3.14; however, any such attendee shall not have a vote on any matter presented to the Board at such meeting.

ARTICLE IV

OFFICERS

Section IV.1 Officers Required. The Officers of this Corporation shall be one or more natural persons who shall exercise the functions of President, Vice-President, Secretary, Treasurer, and Marketing Director. In the event the Board elects an Assistant President and an Assistant Treasurer, said Officers shall serve in the absence of the principal of said offices. Officers shall serve without compensation.

Section IV.2 Duties of Required Officers

A. **President.** The President shall: (i) when present, preside at all meetings of the Board; (ii) see that all orders and resolutions of the Board are carried into effect; (iii) sign and deliver in the name of the Corporation any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is otherwise expressly delegated by the Board to some other officer or agent of the Corporation; (iv) maintain records of and, whenever necessary, certify all proceedings of the Board; and (v) perform other duties prescribed by the Board.

B. **Vice-President.** The Vice-President shall have such powers and shall perform such duties as from time to time may be assigned to him/her by the President or by the Board. In the event of the absence of the President, or in the event of his/her death, inability or refusal to act, the Board may designate the Vice-President to succeed to the power and duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions on the President.

C. **Secretary.** The Secretary shall: (i) keep the Minutes of Board meetings, in a book provided for that purpose; (ii) see that all Notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the corporate records; (iv) keep a Register of the Post Office address of each Director which shall be furnished to the Secretary by such Director; and (v) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned or delegated to him/her by the President or by the Board.

D. **Treasurer.** The Treasurer or other individual appointed by the Board shall: (i) keep accurate financial records for the Corporation; (ii) deposit all money, drafts, and checks in the name of and to the credit of the Corporation in the banks and depositories designated by the Board; (iii) endorse for deposit all notes, checks, and drafts received by the Corporation as ordered by the Board, making proper vouchers therefore; (iv) disburse corporate funds and issue checks and drafts in the name of the Corporation, as ordered by the Board; (v) render to the President and the Board, whenever requested, an account of all transactions by the Treasurer and of the financial condition of the Corporation; and (vi) perform other duties prescribed by the Board or by the President.

Section IV.3 Other Officers. The Board may elect or appoint any other Officers or agents the Board deems necessary for the operation and management of the Corporation, each of whom shall have the powers, rights, duties, responsibilities, and terms in office as determined by the Board.

Section IV.4 Assistant Officers. In the absence or disability of any Officer, an Assistant to the Officer may succeed to the powers and duties of the absent Officer. An Assistant may continue to exercise powers and perform duties until the principal officer resumes office or replacement is elected by the Board. An Assistant Officer must exercise whatever other powers and perform whatever other duties are delegated by the Board, but the Assistant Officer is subordinate to the principal Officer he or she is designated to assist.

Section IV.5 Election. The Officers of the Corporation shall be elected by the Board at the Annual Meeting for two (2) year terms. The election of Officers shall be by ballot. A majority of the votes present at the meeting shall be required to elect an Officer. Vacancies or new offices may be filled at any meeting of the Board. Each Officer shall hold office until his/her successor shall have been duly elected and shall have qualified, or until his/her death, or until he/she shall resign or shall have been removed in the manner herein provided. Election or appointment of an Officer or appointment of an agent shall not of itself create contract rights. In the absence of an election or appointment of officers by the Board at the Annual Meeting, the person or persons exercising the principal functions of the President or the Treasurer are deemed to have been elected to those offices.

Section IV.6 Resignation; Removal; Vacancies

A. **Resignation.** An Officer may resign at any time 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 specified in the notice.

B. **Removal.** An Officer may be removed at any time, For Cause, by the Board. As used in this Section 4.06(B), For Cause means the failure by the Officer to perform his or her material responsibilities, misappropriating funds of the Corporation, willful conduct of the Officer involving immoral acts which impairs the reputation of the Corporation, including without limitation unsportsmanlike conduct unbefitting of an Officer.

C. **Vacancy.** A vacancy in an office because of death, resignation, removal, disqualification, or other cause, or in the case of a vacancy in the office of President or Treasurer, shall be filled for the unexpired portion of the term by the Board.

Section IV.7 Standard of Conduct. An Officer shall discharge the duties of an Officer in good faith, in a manner the Officer reasonably believes to be in the best interest of the Corporation, and with the care an ordinarily prudent person in like position would exercise in similar circumstances. A person exercising the principal functions of an office or to whom some or all of the duties and powers of an office are delegated pursuant to Section 4.06, is deemed an Officer for purposes of this Section.

ARTICLE V

INDEMNIFICATION

Section V.1 Requirement. The Corporation shall provide indemnification to the fullest extent permitted by the Minnesota Nonprofit Corporation Act, as amended from time to time, or by other provision of law, and shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding.

Section V.2 Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any Director, officer, employee or agent of the Corporation or another Corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Minnesota Nonprofit Corporation Act.

Section V.3 Not Exclusive Remedy. The indemnification provided by this Article shall be in addition to any other rights to indemnification to which such person may be entitled. Nothing contained in this Article shall be construed to limit or otherwise affect any rights to indemnification which corporate personnel may be entitled under any contract, agreement, or other applicable law.

ARTICLE VI

AMENDMENTS

Section VI.1 Power of Board. The power to adopt, amend or repeal the Bylaws is vested in the Board. Any amendment to the Bylaws shall require an affirmative vote by a majority of the votes present at a duly held meeting of the Board.

Section VI.2 Technical Changes. The Secretary shall have the authority to make necessary technical and typographical changes in the Bylaws in order to ensure editorial continuity with substantive changes approved by the Board.

ARTICLE VII

MISCELLANEOUS

Section VII.1 Audit. The books and accounts of the Corporation shall be audited by an independent firm of public accountants, upon the decision and direction of the Board.

Section VII.2 Fiscal Year. The fiscal year of this Corporation shall be as determined by Resolution of the Board.

Section VII.3 Corporate Books. All proper and necessary books of account and other books requisite to a full and complete record of the business transactions of the Corporation shall be kept in such manner as is usual in like corporations or as shall be directed by the Board.

Section VII.4 Checks, Drafts, Etc. All checks, drafts or other orders for the 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.

Section VII.5 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 may select.

Section VII.6 Shares and Dividends. The Corporation shall not have or issue shares of stock. No dividend shall be paid and no part of the income of the Corporation shall be distributed to any individual or entity.

Section VII.7 Inurement of Income. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any individual or entity except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

Section VII.8 Legislative or Political Activities. No substantial part of the activities of the Corporation shall involve the carrying on of propaganda or otherwise attempting to influence legislation; and the Corporation shall not participate in or intervene in (including the publishing or distribution of statement) any political campaign on behalf of any candidate for public office.

Section VII.9 Dissolution Clause. Upon the dissolution of the Corporation, the Board shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

Section VII.10 Procedural Matters. Subject to these Bylaws, the President shall have the authority, as chair of the Board, to prescribe the manner and method of proceeding with meetings of the Board, including without limitation setting the agenda, nominating items to be discussed and voted upon, and otherwise proceeding with the meetings.

EXHIBIT A
INITIAL CLASS I AND CLASS II DIRECTORS AND TERMS

Board Position	Class	Initial Term (in years)
President	II	2
Vice-President	I	1
Secretary	II	2
Treasurer	I	1
Baseball Director	I	1
Boys' Basketball Director	II	2
Girls' Basketball Director	I	1
Football Director	II	2
Soccer Director	I	1
Softball Director	II	2
Track Director	I	1
Volleyball Director	II	2
Wrestling Director	I	1
Member At-Large I	II	2
Member At-Large II	I	1

