



Red Wing Basketball Association
Bylaws

Red Wing Basketball Association Bylaws



Article 1 – Registered Office

- The official records of the Red Wing Basketball Association (RWBA) shall be maintained at the address of the Treasurer.

The designated mailing address of RWBA is recommended to be a Post Office Box.

Article 2 – Membership

2.1 Eligibility

- Membership in the Red Wing Basketball Association (RWBA) shall be open to individuals who actively participate in or support the organization. Eligible members shall include:

Category	Position	Voting Rights
Voting Member	Elected Officer or Director	Yes
General Member	Parent, Player, Coach or Volunteer	No

2.2 Membership Classes

- RWBA recognizes two classes of membership:
 - Voting Members –Officers and elected Directors, each with one vote.
 - General Members – All other eligible participants without voting rights.

2.3 Voting Rights

- Only Voting Members may vote on governance matters including Board elections, bylaw amendments, and organizational actions.

2.4 General Member Rights

- General Members may attend meetings, participate in discussion, and serve on committees if appointed but may not vote.

2.5 Member Separation

- Members may resign by written notice to the Secretary. The Board may terminate membership for conduct inconsistent with RWBA policies or behavior harmful to the organization.

Red Wing Basketball Association Bylaws



Article 3 – Officers and Board of Directors

3.1 Officers

- They shall approve budgets and require periodic reports from Officers and Committees.
- Officers may nominate successors to fill vacancies resulting from resignation or incapacity.
- Nominated Officers shall be elected to the Board of Directors IAW these bylaws.
- Nominated Officers shall serve the remainder of the unexpired term.
- Elections for vacant Officer positions shall occur at the April meeting.
- Officer terms shall be two (2) years in duration.
- Officers may be re-elected for subsequent terms.

3.2 Board of Directors

- The Board of Directors shall consist of the Officers plus all Directors (Coordinators). Officers are full voting members of the Board.
- The Board of Directors shall be composed of 5-12 individuals appointed or elected to serve as Coordinators.
- Each member of the Board of Directors will be appointed to serve as a Coordinator.
- Coordinators are responsible for carrying out RWBA programs and promoting RWBA within the community.
- Any appointed Coordinator shall serve for the remainder of the unexpired term.
- Vacant Coordinator positions may be filled through appointment by the Officers.
- Coordinator terms shall be two (2) years in length.
- Coordinators may be re-elected for additional consecutive terms.

3.3 Appointment of Board of Directors and Officers

- Officers and Board of Directors will be dually elected during the annual meeting by voting members of the RWBA.
- Members of the RWBA interested in joining the Board of Directors shall request and return the “RWBA Board of Directors Application” document via email to RWYBasketball@gmail.com at least one week prior to the scheduled annual meeting. Applications will be reviewed and voted upon by the Board of Directors.

Red Wing Basketball Association Bylaws



Article 4 – Officer Roles and Responsibilities

4.1 President

- Provides leadership, presides over meetings, oversees operations, executes contracts, and represents RWBA.

4.2 Vice President

- Acts for the President when necessary and oversees program operations.

4.3 Treasurer

- Manages financial operations, reporting, and compliance.

4.4 Secretary

- Records minutes, maintains records, and manages communications.

Red Wing Basketball Association Bylaws



Article 5 – Board of Directors Roles and Responsibilities

5.1 General Responsibilities of the Board of Directors

- The Board of Directors, collectively serving as Coordinators, shall oversee and support the effective operation of RWBA programs.
- Each Coordinator may recruit volunteers and may form committees with approval of the Board.
- Their administrative duties include, but are not limited to:
 - **Program Administration:**
Provide leadership, structure, and oversight for all RWBA programs, ensuring alignment with organizational goals and community standards.
 - **Resource & Equipment Management:**
Oversee the acquisition, maintenance, distribution, and tracking of equipment and resources necessary for RWBA operations.
 - **Volunteer Coordination:**
Support volunteer recruitment, scheduling, communication, and compliance requirements, ensuring that volunteer needs are met across all programs.
 - **Event & Tournament Oversight:**
Guide planning, logistics, participant communication, and issue resolution for RWBA-sponsored events and tournaments.
 - **Marketing & Communication:**
Promote RWBA through coordinated marketing efforts, including digital platforms, social media, outreach, and event communication.
 - **Registration & Compliance:**
Oversee participant registration processes, data management, background checks, training requirements, and communication of key timelines and information.
 - **Youth Program Development:**
Support the design and implementation of age-appropriate training, development programs, assessments, and team placements.
 - **Coach Support & Development:**
Provide resources, training, evaluation, and mentorship to coaches to maintain quality instruction and positive youth development.

Red Wing Basketball Association Bylaws



Article 6 – Meetings of the Board of Directors

6.1 Year-End Meeting

- Shall be held in April for the purpose of electing Board Members and conducting business.

6.2 Board Meetings

- Shall be held monthly from September through April on the second Wednesday. Time and location shall be determined by the Board.

6.3 Quorum Requirements

- A quorum shall consist of a majority of the seated Board members including either the President or Vice President. Majority vote of those present with quorum shall be sufficient. Proxy voting is prohibited. In absence of quorum, issues shall be tabled.

6.4 Written Actions

- May be taken in lieu of meetings if signed by all Board Members. Email shall be valid for written actions. Conference calls shall be valid if quorum is present.

6.5 Conflict of Interest

- Must be declared prior to related actions. Includes direct interest (e.g., child on team). Members with conflict shall abstain from discussion and vote.

6.6 Attendance

- Attendance is expected of all board members.
- Written notice may be provided if three (3) consecutive unexcused absences occur.

Article 7 – Indemnification

7.1 Coverage

- RWBA shall indemnify Directors, Coordinators, and Committee Members involved in legal or administrative proceedings.

7.2 Scope

- Includes judgments, penalties, fines, settlements, and reasonable expenses including attorney fees.

7.3 Applicable Proceedings

- Includes civil, criminal, administrative, arbitration, and investigative proceedings, including those brought by or on behalf of RWBA.

7.4 Insurance

- RWBA may procure insurance to cover liabilities incurred in official capacity.

Red Wing Basketball Association Bylaws



Article 8 – Finance Policies

8.1 Fiscal Year

- Shall commence on September 1 and conclude on August 31, unless modified by the Board.

8.2 Approval Authority

- The Board shall approve financial and operating plans. Purchases exceeding \$250 require Board approval. The President or Treasurer may approve purchases of \$250 or less. The Treasurer shall review and approve invoices prior to payment.

8.3 Borrowing Authority

- No individual shall borrow, pledge credit, or mortgage assets without a resolution of the Board.

8.4 Deposit of Funds

- Funds shall be deposited in Board-approved institutions. Withdrawals shall follow Board-approved procedures.

8.5 Legal Compliance

- Any provision found to be in violation of applicable law shall be deemed null and void. Invalid provisions shall not affect the validity of remaining provisions.

8.6 Amendments

- Amendments require a two-thirds majority vote of the Board and must be adopted via formal resolution.

8.7 Unaddressed Issues

- Shall be resolved solely by the Board.

8.8 Dissolution

- Upon dissolution, assets shall be donated equally to Red Wing School District 256 Boys and Girls basketball programs. If District 256 is unavailable, assets shall be donated to a similar 501(c)(3) organization.

8.9 Adoption

- These Bylaws were adopted by RWBA in September 2025 and supersede all prior versions.

8.10 Annual Review

- Treasurer to provide annual spending summary to board for review.

Red Wing Basketball Association Bylaws



Article 9 – Policies

- RWBA shall comply with all applicable procedures, policies, and governing bodies, including but not limited to the RWBA Handbook.
- RWBA adheres to all applicable state and federal anti-discrimination laws and maintains a Code of Conduct applicable to all members, coaches, officers, and directors.

Article 10 – Definitions

Board of Directors

The collective body of elected individuals responsible for overseeing the operations, programs, and strategic direction of RWBA.

Conflict of Interest

A situation in which a Board Member or Officer has a personal or financial interest that could improperly influence their duties or decisions on behalf of RWBA.

Coordinator

A member of the Board of Directors assigned responsibility for overseeing and administering a specific operational area of the Red Wing Basketball Association. Coordinators support the implementation of RWBA programs, events, and administrative functions, and may supervise volunteers, committees, or activities related to their assigned area. Coordinators serve as voting members of the Board and are responsible for carrying out duties and initiatives as directed by the Board of Directors.

Indemnification

The protection and reimbursement provided by RWBA to its officers, coordinators and committee members for legal expenses and liabilities incurred while acting in their official capacity.

Officer

An individual elected to serve in an executive capacity within RWBA, including but not limited to President, Vice President, Treasurer, and Secretary.

Quorum

The minimum number of Board Members required to be present at a meeting to conduct official business, as defined in Article 6.3.

RWBA

Red Wing Basketball Association, a nonprofit organization governed by these Bylaws.

Red Wing Basketball Association Bylaws



Article 11 – Removal of Board Members

11.1 Grounds for Removal

- A Board Member or Officer of the Red Wing Basketball Association (RWBA) may be removed from their position for inappropriate behavior, misconduct, or failure to fulfill their duties. Grounds for removal include, but are not limited to:
 - Violations of RWBA policies, codes of conduct, or ethical standards.
 - Behavior detrimental to the reputation or effective functioning of RWBA.
 - Failure to perform assigned duties or responsibilities.
 - Missing three (3) consecutive scheduled Board meetings without valid cause.

11.2 Removal Procedure

- The Board may initiate removal proceedings upon a majority vote to review the issue. The Member subject to removal shall be given an opportunity to speak before the Board prior to the final vote. A two-thirds (2/3) majority vote of the existing Board excluding the subject member shall be required for removal.

11.3 Vacancies

A vacancy created by removal shall be filled in accordance with existing Board appointment procedures as outlined in these Bylaws.