



BYLAWS

OF

PRIOR LAKE ATHLETICS FOR YOUTH

A MINNESOTA NONPROFIT CORPORATION

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Article I. Purpose and Participation

1.1 Purpose.

Prior Lake Athletics for Youth ("P.L.A.Y.") is a nonprofit organization whose purpose is to provide an opportunity for all children residing in or attending schools within the Prior Lake–Savage School District (School District 719) to participate in a well-rounded athletic program.

1.2 Participation.

Any child/**parent** that meets the participation requirements that may be established from time to time by the Executive Board may participate in P.L.A.Y. programs and/or activities.

Article II. Offices

2.1 Registered Office.

The registered office of P.L.A.Y. shall be as set forth in P.L.A.Y.'s Articles of Incorporation or in P.L.A.Y.'s most recent amendment of the Articles of Incorporation.

2.2 Other Offices.

P.L.A.Y. may have such other offices, within School District 719, as the Executive Board may from time to time determine.

Article III. Membership

3.1 Membership.

The members of P.L.A.Y. shall consist solely and exclusively of (1) the active participants of P.L.A.Y. and (2) the parents of active participants of P.L.A.Y. Such members shall not have voting rights as members.

Article IV. Meetings of Members

4.1 Annual Meetings.

An annual meeting of the membership of P.L.A.Y. shall be held in the month of January for the purposes of addressing the P.L.A.Y. membership and holding

elections, although members shall not have voting rights as members. The specific date, time, and place of the meeting shall be determined by the Executive Board. The annual meeting shall be open to the public at all times.

4.2 Notice.

Advance notice of the annual meeting shall be published in the local newspapers at least five (5) days before the day on which the annual meeting is to be held.

4.3 "State of the Union" Address.

A purpose of the annual meeting shall be to deliver a "state of the union" address to the P.L.A.Y. membership. This address shall be given by the Executive Board. The address shall discuss the activities of the previous year as well as plans for the future.

4.4 Elections

Elections for the Executive Board offices shall be held at the annual meeting in the manner provided in Section 5.3 herein.

4.5 MinutesThe P.L.A.Y. Secretary shall record the minutes from the annual meeting. The Executive Board shall cause these minutes to be posted on the P.L.A.Y. website within fourteen (14) days of the annual meeting.

Article V. Executive Board

5.1 General PowersThe property, affairs, and business of P.L.A.Y. shall be managed by a Board of Directors, referred to as the Executive Board.

5.2 Directors and Offices.The Executive Board shall consist of the following "offices": (1) President, (2) Executive Vice-President, (3) Vice-President of Spring/Summer Sports, (4) Vice-President of Fall/Winter Sports, (5) Vice-President of Technology, (6) Treasurer, (7) Secretary, (8) Vice-President of Special Events, (9) Vice-President of Registration . No person shall hold more than one Executive Board office.

5.3 Election»

The Executive Board officers shall be elected at the annual meeting in January in the manner set forth in this Section 5.3, except those appointed as provided in Section 5.9 of these Bylaws.

5.3.1 Running for Executive Board Office.

Any person intending to run for an Executive Board office at the annual meeting shall provide written notice to the Executive Board no later than December 30th

5.3.2 Voting Rights.

Only persons currently serving on the "Management Team" may vote to elect the Executive Board. The Management Team shall consist of all persons serving on: (i) the Executive Board, (ii) the various Sport Committees, and (iii) the following additional (non-Executive Board) offices: Administrative Director, Facilities Director and Communications Coordinator. In the event a person holds more than one (1) position on the Management Team, he or she shall have only one (1) vote. The voting rights for the various Sports committees shall be not less than three (3), nor more than 1.5% of that sport's previous season's registration (e.g. 1000 registrants would allow for a maximum of fifteen (15) committee members for voting purposes., or rounded up to next whole #).

5.3.3 Quorum for election.

An Executive Board Quorum and at least 1 Sport Committee Member must be present to constitute a quorum for any Executive Board election. In the absence of a quorum, a majority of those persons with voting rights present may adjourn the meeting from time to time until a quorum can be had. Notice of any adjourned meeting need not be given.

5.3.4 Proxies; Absentee Ballots

The use of proxies or absentee ballots shall not be permitted.

5.4.4 Election ProcedureThe Executive Board election shall follow the annual "state of the union" address. All votes shall be recorded on a written ballot. The current Secretary and Administrative Director shall count and report all votes for Executive Board positions, except those for the Secretary position. Votes for Secretary shall be counted and reported by the current Administrative Director and Treasurer. Any candidate receiving a *plurality* of votes for an office shall be considered duly elected. Cumulative voting shall be prohibited.

5.4 Term of Office.

Each Executive Board officer shall hold office until the next annual election and until his or her successor shall have been duly elected and qualified, or until his or her death, or until he or she shall resign, or until he or she shall have been

removed in the manner hereinafter provided. There shall be no limitations on the number of terms an Executive Board officer serves, provided he or she is duly elected and qualified annually.

5.5 Qualifications

At all times a majority of persons serving on the Executive Board shall have attained the age of eighteen (18). Multiple people shall not jointly hold any Executive Board office. It is strongly encouraged that Executive Board members hold a non-Executive Board position on the Management Team for one (1) year prior to serving on the Executive Board.

5.6 Responsibilities. The primary responsibilities of the P.L.A.Y. Executive Board are to deal with "high-level" issues affecting P.L.A.Y. It is not the responsibility of the Executive Board to run the day-to-day operations of any sport; the responsibility for overseeing each sport shall be the responsibility of the Vice-President of Spring/Summer Sports, the Vice-President of Fall/Winter Sports, and the vice-presidents of each specific sport. The Executive Board shall:

1. create, approve and publish official written policies of P.L.A.Y., including, without limitation, the refund, code of conduct, and registration policies. All written policies of P.L.A.Y. may be approved, amended, or, from time to time, waived at the *sole discretion* of the Executive Board;

2. review the content being offered in each P.L.A.Y. sport and create a broad structure for all P.L.A.Y. activities;

3. conduct an in-depth review of P.L.A.Y.'s monthly financials, budgeting process, and fiscal management;

4. develop and provide leadership for future strategic planning opportunities;

5. review current building, Executive Board, committee, and participant insurance;

6. interview and approve all candidates for vice-president positions within each sport; and

7. perform other such duties as may be necessary to manage the property, affairs, and business of P.L.A.Y.

5.7 Resignation.

Any Executive Board officer may resign at any time by giving written notice to the President or the Secretary. The resignation of any Executive Board member shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.8 Removal of Executive Board Members.

Any Executive Board member may be removed for failing to fulfill the obligation of his or her position as provided in his or her job description or for acting in a way detrimental to P.L.A.Y. by a unanimous vote of all non-delinquent Executive Board members. Upon determination or notification of cause for removal of an Executive Board member, a written complaint shall be submitted to the Administrative Director. The Administrative Director shall then forward the written complaint to the Executive Board. The Executive Board shall consider the complaint at its next scheduled meeting, or earlier if by written resolution signed by all non-delinquent members. In the event that the Executive Board takes removal action, the President shall prepare and send a letter notifying the removed member.

An Executive Board officer may also be removed for not attending two (2) consecutive regular monthly meetings or for attending less than nine (9) of the twelve (12) regular monthly meetings by a unanimous vote of the remaining non-delinquent Executive Board members at the next regular meeting of the Executive Board, or earlier if by written resolution signed by all non-delinquent members. In this case, no written complaint or notice shall be required.

5.9 Vacancies.

Any vacancy on the Executive Board caused by death, resignation, disqualification, removal, an increase in the number of Executive Board "offices," or any other cause, shall be filled by written resolution of a majority of the Executive Board. Each Executive Board officer so chosen shall hold office until the next annual election and until his or her successor shall be duly elected and qualified, unless sooner displaced. All Vacancies shall be posted for at least fourteen (14) days on the website.

5.10 Monthly Meetings.

The Executive Board shall meet monthly at the time and place as determined by the Executive Board. Notice of such meetings shall be given as hereinafter provided.

5.11 Special Meetings.

Special meetings of the Executive Board shall be held whenever deemed necessary by the Executive Board.

5.12 Notice.

Notice of any meeting of the Executive Board shall be given via mail, email, facsimile, telegraph, telephone, personal delivery, or other form of written or oral communication to all members of the Executive Board at least five (5) days before the day on which the meeting is to be held. Each such notice shall state the date, time, and place of the meeting, but need not state the purposes thereof.

5.13 Waiver of Notice.

A member of the Executive Board may waive notice of a meeting of the board. A waiver of notice is effective whether given before, at, or after the meeting, and whether given in writing, orally, by authenticated electronic communication, or by attendance. Attendance at a meeting is a waiver of notice of that meeting, unless such person 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.

5.14 Addressing the Executive Board.

Members and/or guests wishing to address the Executive Board at their monthly meetings shall give written notice to the Secretary of their intent at least one (1) day before the day on which the meeting is to be held, such notice may be waived by the Executive Board at its sole discretion. Members and/or guests may then be invited to address the Executive Board at an appropriate time. All comments and suggestions to the Executive Board shall be made in writing addressed to the Secretary.

5.15 Minutes.

The Executive Board shall cause minutes of all monthly meetings to be made public via the P.L.A.Y. website within in fourteen (14) days of each meeting.

5.16 Voting.

Only members of the Executive Board shall vote at the monthly Executive Board meetings. Voting may be completed by Electronic Vote if a Vote is needed in between monthly Meetings.

5.17 Manner of Acting; Quorum.

The Executive Board shall take action by the affirmative vote of at least five (5) of its members present at a duly called meeting. The presence of a majority of the members of the Executive Board shall constitute a quorum for the transaction of any business at an Executive Board meeting; provided however, that a minimum of at least five (5) total affirmative votes shall be required for any act of the Executive Board. In the absence of a quorum, a majority of the members of the Executive Board present may adjourn any meeting from time to time until a quorum be had. Notice of an adjourned meeting need not be given.

5.18 Proxies.

Proxies shall not be allowed or used at any Executive Board meeting.

5.19 Temporary Committees of the Executive Board

5.19.1 Meetings; Action.

Such committees may meet as often as necessary as determined by a majority vote of that committee or at the call of the chairperson of that committee or the Executive Board. At least five (5) days notice by mail, email, facsimile, telegraph, telephone, personal delivery, or other form of written or oral communication shall be given of any special meeting of the committee.

5.19.2 Committee Action.

At all meetings of such a committee, each member thereof shall be entitled to cast one (1) vote on any question coming before such meeting and the affirmative vote of a majority of such members present at a duly called meeting shall constitute the action of such a committee. All actions of such committees shall be subject to the approval of the Executive Board.

5.19.3 Quorum.

The presence of a majority of the membership of any committee shall constitute a quorum at any meeting thereof, but the members of a committee present at any of such meetings, although less than a quorum, may adjourn the meeting from time to time. A majority vote of the members of a committee present at any meeting thereof, if there be a quorum, shall be sufficient for the transaction of the business of such committee.

5.19.4 Committee Chairs.

The President shall appoint an Executive Board member as the chairperson of all such committees. All such chairpersons shall attend and advise at all meetings as required by the Executive Board.

Article VI. Duties of Executive Board Officers

6.1 Introduction.

The duties of the officers making up the Executive Board are set forth in this Article VI.

6.2 President.

The President shall:

- (1) have general active management of the business of P.L.A.Y.;
- (2) when present, preside at meetings of the Executive Board and of the members, ensuring to the greatest extent possible that everyone's thoughts and ideas are fully developed and shared;

(3) see that orders and resolutions of the Executive Board are carried into effect;

(4) sign and deliver in the name of P.L.A.Y. deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of P.L.A.Y., except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation or these Bylaws or by the Executive Board to another officer or agent of the corporation;

(5) take such steps necessary to ensure the future growth and community value of P.L.A.Y.; and

(6) perform other duties as may be specified in these Bylaws or prescribed by the Executive Board.

6.3 Executive Vice-President.

The Executive-Vice President shall:

(1) work closely with the various Sport Committees to determine the future needs of P.L.A.Y. (e.g. field/gym improvements and new field/gym procurement);

(2) work with the city to ensure a strong relationship with P.L.A.Y.'s community partners;

(3) succeed to the President's powers and duties, in the event of absence or disability of the President; and

(4) perform such other duties as may be specified in these Bylaws or prescribed by the Executive Board.

6.4 Vice-President of Spring/Summer Sports.

The Vice-President of Spring/Summer Sports shall:

(1) oversee P.L.A.Y.'s Spring/Summer sports of baseball, softball, lacrosse and track & field programs;

(2) assist the Spring/Summer programs in adhering to and creating budgets;

(3) review the profit and loss statements of the Spring/Summer programs;

(4) approve all expenditures of the Spring/Summer programs;

(5) take all other steps necessary to ensure the overall financial "health" of the Spring/Summer programs;

- (6) ensure continuity among the spring and summer sports; and between the fall and winter sports;
- (7) attend at least quarterly meetings of all Spring/Summer Committees;
- (8) provide monthly reports to Executive Board concerning the Spring/Summer programs;
- (9) create job descriptions for all positions that may be created from time to time on the Spring/Summer Committees; and
- (10) perform such other duties as may be specified in these Bylaws or prescribed by the Executive Board.

6.5 Vice-President of Fall/Winter Sports.

The Vice-President of Fall/Winter Sports shall:

- (1) oversee P.L.A.Y.'s basketball, football, volleyball and cheerleading programs;
- (2) assist the Fall/Winter programs in adhering to and creating budgets;
- (3) review the profit and loss statements of the Fall/Winter programs;
- (4) approve all expenditures of the Fall/Winter programs;
- (5) take all other steps necessary to ensure the overall financial "health" of the Fall/Winter programs;
- (6) ensure continuity among the fall and winter sports; and between the fall and winter sports;
- (7) attend all quarterly meetings of the Fall/Winter Committees;
- (8) provide monthly reports to Executive Board concerning the Fall/Winter programs;
- (9) create job descriptions for all positions that may be created from time to time on Fall/Winter programs; and
- (10) perform such other duties as may be specified in these Bylaws or prescribed by the Executive Board.

6.6 Vice-President of Technology.

The Vice-President of Technology shall:

- (1) plan all future software, and other electronic, upgrades;
- (2) be responsible for the P.L.A.Y. website; and
- (3) perform such other duties as may be specified in these Bylaws or prescribed by the Executive Board.

6.7 Treasurer.

The Treasurer shall:

- (1) keep accurate financial records for P.L.A.Y.;
- (2) deposit money, drafts, and checks in the name of and to the credit of P.L.A.Y. in the banks and depositories designated by the Executive Board;
- (3) endorse for deposit notes, checks, and drafts received by P.L.A.Y. as ordered by the Executive Board, making proper vouchers therefor;
- (4) disburse corporate funds and issue checks and drafts in the name of P.L.A.Y., as ordered by the Executive Board;
- (5) upon request, provide the President and the Executive Board an account of transactions by the Treasurer and of the financial condition of the corporation;
- (6) bid out the P.L.A.Y. building, board, and participant insurance; and
- (7) such other duties as may be specified in these Bylaws or prescribed by the Executive Board.

6.8 Secretary.

The Secretary shall:

- (1) communicate all P.L.A.Y. activities to the public;
- (2) be the secretary of, and when present, record proceedings of meetings the Executive Board and the membership and deliver such recording to the Communications Coordinator for display on the web; and
- (3) perform such other duties as may from time to time be prescribed by the Executive Board.

6.9 Vice-President of Special Events

The Vice-President of Special Events shall:

- (1) develop, coordinate and market an annual Fundraising Event;
- (2) oversee fundraising, donations and sponsorship programs for all sports;
- (3) perform such duties as may from time to time be prescribed by the Executive Board.

6.10 Vice-President of Registration.

The Vice-President of Registration shall:

- (1) coordinate all P.L.A.Y. registration events, including the management of the P.L.A.Y. online registration process; and
- (2) perform such other duties as may from time to time be prescribed by the Treasurer or the Executive Board.

6.11 Compensation.

Members of the Executive Board shall receive no monetary compensation. Each Executive Board member shall receive no more than a 100% discount for all registration fees for the P.L.A.Y. programs in which his or her children participate for the P.L.A.Y. fiscal year during any part of which such person is an Executive Board member. This discount applies to the registration fee only and does not apply to the cost associated with the Capital Fund, administrative fees or any necessary equipment, jerseys, etc.

Article VII. Duties of Non-Executive Board Officers

7.1 Introduction.

The duties of the P.L.A.Y. officers that do not serve on the Executive Board are set forth in this Article VII. P.L.A.Y. may have the following officers, and any additional officers as the Executive Board may appoint from time to time.

7.2 Administrative Director.

The Administrative Director shall have such powers and perform such duties as specified in these Bylaws or prescribed by the Executive Board or the President.

7.3 Communications Coordinator.

The Communications Coordinator shall:

- (1) create, update, and maintain the P.L.A.Y. website; and
- (2) perform such other duties as specified in these Bylaws or prescribed by the Executive Board or the Vice-President of Technology.

7.4 Appointment.

All such officers shall be appointed by a resolution of the Executive Board. Such offices may be filled throughout the year, but shall be confirmed annually during the January Executive Board meeting.

7.2 Resignation.

Any such officer may resign at any time by giving written notice to the President or the Secretary. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

7.3 Removal.

Any such officer may be removed for failing to fulfill the obligations of his or her position as provided in his or her job description or for acting in a way detrimental to P.L.A.Y. by a unanimous vote of the Executive Board. Upon determination or notification of cause for removal of such an officer, a written complaint shall be submitted to the Administrative Director. The Administrative Director shall then forward the written complaint to the Executive Board. The Executive Board shall consider the complaint at its next scheduled meeting, or earlier if by written resolution signed by all Executive board members. In the event that the Executive Board takes removal action, the President shall prepare and send a letter notifying the removed member.

7.4 Vacancies.

Any vacancy of such a position caused by death, resignation, disqualification, removal, an increase in the number of officers, or any other cause may be filled by the Executive Board.

7.5 Compensation.

The non-Executive Board officers set forth in this Article may receive monetary compensation. Each such officers shall receive no more than a 100% discount for all registration fees for the P.L.A.Y. programs in which his or her children participate for the P.L.A.Y. fiscal year during any part of which such person is a P.L.A.Y. officer. This discount applies to the registration fee only and does not apply to

the cost associated with the Capital Fund, administrative fees or any necessary equipment, jerseys, etc.

Article VIII Sport Committees

8.1 Introduction.

Following is a description of the various Sport Committees and their members. Such Sport Committees are standing committees of P.L.A.Y. Such Sport Committees are not committees of the Executive Board.

8.2 Sport Committees.

P.L.A.Y. shall have a Baseball Committee, a Softball Committee, a Basketball Committee, a Football Committee, a Volleyball Committee, a Lacrosse Committee, a Track & Field Committee, and a Cheerleading Committee, collectively referred to as the Sport Committees. The Vice-President of Spring/Summer Sports shall be the chairperson of the Baseball, Softball, and Track & Field Committees. The Vice-President of Fall/Winter Sports shall be the chairperson of the Basketball, Football, Volleyball, Lacrosse, and Cheerleading Committees. Sport Committees shall at all times be subject to the direction and control of the Executive Board.

8.3 Number, Qualifications.

The membership of any Sport Committee shall be not less than three (3), nor more than a reasonable number to efficiently administer the duties and responsibilities of that sport based on the total number of participants in any given season. It is strongly encouraged that the vice-president of a sport have previously served at least one (1) year as a voting member of a Sport Committee. Two (2) people may jointly hold any position on the Sport Committees if they agree to do so.

8.4 Organization.

(1) The Baseball Committee shall consist of the Vice-President of Spring/Summer Sports, the Vice-President of Baseball, the Director of Traveling Baseball, and the Director of In-House Baseball.

(2) The Softball Committee shall consist of the Vice-President of Spring/Summer Sports, the Vice-President of Softball, the Director of Traveling Softball, and the Director of In-House Softball.

(3) The Basketball Committee shall consist of the Vice-President of Fall/Winter Sports, the Vice-President of Basketball, the Director of Traveling Basketball, and the Director of In-House Basketball.

(4) The Football Committee shall consist of the Vice-President of Fall/Winter Sports, the Vice-President of Football, the Director of Traveling Football, and the Director of In-House Football.

(5) The Volleyball Committee shall consist of the Vice-President of Fall/Winter Sports, the Vice-President of Volleyball, the Director of Traveling Volleyball, and the Director of In-House Volleyball.

(6) The Lacrosse Committee shall consist of the Vice-President of Spring/Summer Sports, the Vice-President of Lacrosse, the Director of Traveling Lacrosse, and the Director of In-House Lacrosse.

(7) The Track & Field Committee shall consist of the Vice-President of Spring/Summer Sports and the Vice-President of Track & Field.

(8) The Cheerleading Committee shall consist of the Vice-President of Fall/Winter Sports and the Vice-President of Cheerleading.

Sport Committees may create additional "coordinator" or "manager" positions to assist in operation of the sport and shall be then considered as part of the Sport Committee.

8.5 Duties.

All members of Sport Committees shall have such powers and duties as specified in these Bylaws or prescribed by the Executive Board or Sport Committee chairperson.

8.6 Appointment; Election.

The Executive Board shall appoint the vice-presidents of each sport. If a person wishes to be considered for appointment to such a vice-president position, he or she shall require a nomination from either the Vice-President of Spring/Summer Sports and / or the Vice-President of Fall/Winter Sports. Once nominated, five (5) votes from the Executive Board are required for appointment to such a vice-president position. If a Sports VP is running un-opposed at the Annual Meeting and the Sports VP does not receive a majority of (5) votes, the VP is not re-elected and the position will be posted as open. The Executive Board will follow normal procedure to fill the vacancy. If more than one person is running for the same Sports VP position, the party receiving the majority of votes from the Executive Board Quorum will be considered duly elected. Such positions may be filled throughout the year as needed, but shall be confirmed annually during the January Executive Board meeting.

Each Sport Committee shall vote to elect persons as officers of that committee. Such elections do not require a committee meeting; elections may be conducted via email or other written form. Notification of all such committee elections shall be made to the Executive Board by the chairperson of that committee.

8.7 Resignation

Any member of the Sport Committees may resign at any time by giving written notice to the President or the Secretary. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

8.8 Removal

Any member of the Sport Committees may be removed for failing to fulfill the obligations of his or her position as provided in his or her job description or for acting in a way detrimental to P.L.A.Y. by a unanimous vote of the Executive Board. Upon determination or notification of cause for removal of a Sport Committee member, a written complaint shall be submitted to the Administrative Director. The Administrative Director shall then forward the written complaint to the Executive Board. The Executive Board shall consider the complaint at its next scheduled meeting, or earlier if by written resolution signed by all Executive Board members. In the event that the Executive Board takes removal action, the President shall prepare and send a letter notifying the removed member.

Any member of a Sport Committee may also be removed for not attending two (2) consecutive meetings or for attending less than three (3) of the committees meetings in a given calendar year for that committee by a majority vote of the remaining non-delinquent members that Sport Committee at that committee's next regular meeting, or earlier if by written resolution signed by all non-delinquent members. In this case, no written complaint or notice shall be required.

8.9 Vacancies

Any vacancy on any of the various Sport Committees caused by death, resignation, disqualification, removal, an increase in the number of officers, or any other cause, shall be filled only after notice of the vacancy is posted, along with a job description, on the P.L.A.Y. website for at least fourteen (14) days. An email to all participants the position directly affects should be sent out by the VP of Season or Sport. After such time, the vacancy shall be filled by a resolution of the Sport Committee. The Vice President of Sport position must be approved by the Executive Board.

8.10 Committee Meetings

Each Sport Committee shall meet at a time and place as determined by a majority vote of that committee. Meeting minutes shall be made public via the P.L.A.Y. website within thirty (14) days of the meeting. Members and/or guest wishing to address a Sport Committee should contact the vice-president of that sport. A Sport Committee may invite members and/or guests to address the Committee at an appropriate time. Notice of such meetings shall be given as hereinafter provided for special meetings of a Sport Committee.

8.11 Special Meetings; Notice.

Special meetings of a Sport Committee shall be held whenever deemed necessary by a majority of that Sport Committee or upon call of the Executive Board. Notice of each special meeting shall be conveyed to each member on that Sport Committee through mail, email, facsimile, telegraph, telephone, personal delivery, or other form of oral or written communication at least three (3) days before the day on which the meeting is to be held. Each such notice shall state the date, time, and place of the meeting, but need not state the purposes thereof.

8.12 Waiver of Notice.

A member of a Sport Committee may waive notice of any such meeting. A waiver of notice is effective whether given before, at, or after the meeting, and whether given in writing, orally, by authenticated electronic communication, or by attendance. Attendance at a meeting is a waiver of notice of that meeting, unless such person 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.

8.13 Voting; Manner of Acting.

Only members of the various Sport Committees shall vote at their meetings (e.g. the Baseball Committee will vote at baseball meetings, Softball Committee at softball meetings, etc.). The Sport Committees shall take action by an affirmative vote of those members present and entitled to vote at a duly held meeting.

8.14 Quorum.

The presence a majority of the membership of a Sport Committee shall constitute a quorum, but at no time may a quorum consist of less than three (3) of the active members of that Sport Committee. The members of the Sport Committee present at any scheduled meeting, although less than a quorum, may adjourn the meeting from time to time. If a quorum be had, any action by the majority of those present shall be the action of that Sport Committee.

8.15 Compensation.

Persons serving on the Sports Committees shall receive no monetary compensation for their services. Each such person shall receive up to a 100% discount for the registration fees of his or her children **for the sport of the committee on which they are serving** for the season during any part of which such person is a Sport Committee member. S This discount applies to the registration fee only and does not apply to the cost associated with the Capital Fund, administrative fees, or any necessary equipment, jerseys, etc.

Article IX Sport Committee Duties

9.1 General Duties.

Each Sport Committee shall oversee the day-to-day operations of its respective sport.

9.2 Monthly reports.

The Vice-President of Spring/Summer Sports and the Vice-President of Fall/Winter Sports, in partnership with the Administrative Director, shall provide a monthly report regarding the activity of each sport to the Executive Board. This information should outline "key" happenings within the sport. This is not an approval process, but rather a monthly informational summary.

9.3 Annual Budget.

Each Sport Committee shall develop an annual budget and monitor a monthly Operating Statement for its sport. Each October the Vice-President of Spring/Summer Sports and Vice-President of Fall/Winter Sports, working closely with the vice-presidents of individual sports, shall submit an annual yearly budget for each sport to the Executive Board. The Executive Board shall consider each budget for approval during its November meeting. Each sport's budget shall reflect all revenue and expenses associated with that sport. Budgets shall be developed assuring revenue is sufficient to cover expenses. Any purchases totaling more than \$2,500.00 shall require three (3) separate bid offerings when submitted for Executive Board approval.

9.4 Purchases with Personal Accounts.

On occasion it will be necessary for individuals within each sport to make purchases using their personal accounts. This practice should be avoided when possible. All such purchases shall have prior approval by the vice-president of the sport for which the purchase was made and shall comply with the Purchase Requisition Policy. All purchases in excess of \$500.00 shall be approved by both the vice-president of the sport for which the purchase is to be made and the vice-president of the season in which the sport is classified. P.L.A.Y. shall not make personal reimbursements for amounts in excess of \$500.00, unless approved by an Executive Board vote.

Article X. Action Without a Meeting

An action required or permitted to be taken at a meeting of the Executive Board, the various Sport Committees, or temporary committees may be taken by written action signed, or consented to by authenticated electronic communication, by *all* of the persons entitled to vote at such meeting.

Article XI. Books of Record; Financial Statement; Fiscal Year

11.1 Documents Kept at Registered Office.

The Executive Board shall cause to be kept at P.L.A.Y.'s registered office originals or copies of:

1. the Articles of Incorporation and Bylaws of P.L.A.Y. and all amendments and restatements thereof;
 2. all accounting records and other financial statements of P.L.A.Y.;
- and
3. records of all proceedings of members, directors, and committees, from the last six (6) years.

11.2 Audit.

The Executive Board may cause the records and books of account of P.L.A.Y. to be audited once in each fiscal year and at such other times as it may deem necessary or appropriate and may retain such person or firm for such purposes as it may deem appropriate.

11.3 Fiscal Year; Budgets.

The P.L.A.Y. fiscal year shall end on December 31st each year. The P.L.A.Y. operating budget shall be completed and finalized during the 12th monthly meeting of the fiscal year (December). Preliminary budgets for each sports program shall be submitted by the October Executive Board as provided in section 9.3 of these Bylaws.

Article XII. Use of P.L.A.Y. Information or Venues

12.1 In General.

The use of the P.L.A.Y. database shall be strictly guarded to ensure information is kept confidential. Access to the P.L.A.Y. online registration system shall be limited to individual sport coordinators and above. All passwords and privileges to this system shall be user specific and no generic passwords shall be permitted. All requests for passwords or access to the online registration system shall be submitted via written notice to the Administrative Director.

12.2 Email.

Only the vice-president of a sport may use the group emailing function to email all participants of that sport (i.e. if it is necessary for an email to be sent to all participants of a sport, the vice-president of that sport must approve of and assume responsibility for the email). Directors of programs within an individual sport may send group emails to participants within their area of responsibility only.

12.3 Use of P.L.A.Y. Database.

Requests to use the P.L.A.Y. database to create mailing labels, lists, etc. shall be submitted to the President for approval from the Executive Board. Labels/lists shall not be given to any person or organization without prior approval from the Executive Board. Failure to follow these guidelines are grounds for removal from the Management Team.

12.4 Outside Vendors.

P.L.A.Y. desires to provide the best programs and service possible at all levels. It may be necessary from time to time to allow outside vendors to sell their products directly to our participants during P.L.A.Y. events. All outside vendors must submit an application of intent to the Executive Board for prior approval.

Article XIII. Amendments

The Executive Board may amend this corporation's Articles of Incorporation, as from time to time amended or restated, and these Bylaws, as from time to time amended or restated, to include or omit any provision which could lawfully be included or omitted at the time such amendment or restatement is adopted. Any amendments to, or any revision or restatement of, the Articles of Incorporation or Bylaws shall be submitted in writing to the Executive Board not less than five (5) days prior to the meeting at which such amendments, revision, or restatements will be considered. Any amendments to, or revision or restatements of, the Articles of Incorporation or Bylaws may be adopted only by a two-thirds (2/3) majority vote of the Executive Board.

Article IXV. Insurance Coverage

14.1 Medical Insurance.

All P.L.A.Y. participants, while participating in a sponsored P.L.A.Y. program, shall be covered by a medical insurance policy purchased by P.L.A.Y. Cost of the insurance shall be included in the registration fee.

14.2 Parents' Responsibilities.

When participant insurance coverage requires a deductible, the parent(s) of such participants shall be responsible for the deductible portion of the claim.

14.3 Facilities and Equipment.

Adequate insurance coverage shall be purchased by P.L.A.Y. for all P.L.A.Y. facilities and equipment.

14.4 Liability Insurance.

Adequate liability insurance coverage shall be purchased by P.L.A.Y. for all Executive Board members.

14.5 Quote Review.

All annual insurance quotes shall be reviewed and approved by the Executive Board prior to purchase.

Article XV. Indemnification

P.L.A.Y. shall indemnify persons to the extent required by the Minnesota Nonprofit Corporation Act, and shall have the power otherwise to indemnify persons for such expenses and liabilities, in such manner, under such circumstances, and to such extent as permitted by applicable law.

Article XVI. Monetary Controls

16.1 Checks.

Two members of the Executive Board shall sign all checks in an amount in excess of \$500.00.

16.2 Delivery.

All monies received shall be counted by two P.L.A.Y. Management Team members, and delivered to the Treasurer or Administrative Director within forty-eight (48) hours of receipt of funds.

16.3 Cash.

All cash received shall be recorded and deposited in the P.L.A.Y. account by the end of the next business day of receipt. All checks received shall be deposited in the P.L.A.Y. account within fourteen (14) business days of receipt.

16.4 Financial Records.

Transfer of Treasurer's ledgers, check registers, and all financial records related to the duties of the Treasurer shall be available on demand by any member of

the Executive Board. All financial information shall be provided to the Executive Board five (5) days prior to the monthly Executive Board meetings.

16.5 Issuing of Checks.

The Treasurer is the only person authorized to write checks. In the Treasurer's absence, the Administrative Director shall be designated by the Treasurer to write checks.

16.6 Minimum Balance.

At all times, P.L.A.Y. shall maintain a minimum balance of \$25,000 collectively in the checking and money market accounts. At no time can the Treasurer or any other member of the Executive Board disperse monies that cause the general fund balance to go below this \$25,000 threshold.

Article XVII. Electronic Records and Signatures

P.L.A.Y. recognizes that authenticated electronic communication which meets the requirements of this section may legally satisfy written record and signature requirements necessary for valid records, signatures, and contracts. Authenticated communications are those communications that set forth information from which the organization can reasonably conclude that the communication was sent by the purported sender and are delivered to P.L.A.Y.'s principal place of business, or to an officer or agent of P.L.A.Y. who is authorized by P.L.A.Y. to receive the communication. Electronic records are records that are created, generated, sent, communicated, received, or stored by electrical, digital, magnetic, wireless, optical, electromagnetic, or similar technologies. Valid electronic signatures are those that are expressed through an electronic sound, symbol, or process, and that are logically associated with a record and executed or adopted by a person with intent to sign the record.

Article XVIII. Miscellaneous

18.1 Distribution of Funds.

P.L.A.Y. is organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations under Section 501 (c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code.)

18.2 Use of Revenue.

No part of the net earnings of P.L.A.Y. shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that P.L.A.Y. shall be authorized and empowered to pay reasonable

compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c)(3) purposes.

18.3 Political Activity.

No substantial part of the activities of P.L.A.Y. shall be for propaganda, or otherwise attempting to influence legislation. P.L.A.Y. shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition of, any candidate for public office.

18.4 Other Activities.

Notwithstanding any other provision of these articles, P.L.A.Y. shall not carry on any other activities not permitted to be carried on (a) by a corporation or organization exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporation or organization, contributions to which are deductible under Section 501 (c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code.)

18.5 Dissolution.

Upon the dissolution of P.L.A.Y., assets shall be distributed for one or more exempt purposes within the meanings of Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the Federal Government, or to a state or local government, for a designated public purpose.