

**By-Laws
Of The
Centennial Basketball Association**

**Article I
Purpose**

The purpose of this corporation is to provide supervised recreational and competitive programs for young people, and instill in them the principals of sportsmanship, honesty, loyalty, courage and respect.

At no time does any Director, Officer or Member of this corporation have any right, title or interest in any property or income of the corporation. In the event of liquidating or dissolution of this corporation, all of its property will be transferred to such non-profit, charitable, educational or other organizations qualified as tax exempt under Section 501 of the Internal Revenue Code as the Board of Directors see fit, subject to determination by a Justice of Supreme Court of the State of Minnesota should the Directors be unable to decide.

**Article II
Membership**

Membership is open to all residents of Independent School District 12, eighteen years and older, who are the parents or legal guardians of a registered participant of the CBA during the current fiscal year. Non-resident membership requires approval by the Board of Directors.

**Article III
Fiscal Year**

The fiscal year of the corporation ends the 30th day of April each year.

**Article IV
Meeting of Members**

A general membership meeting for all participants will be held once a year.

Article V
Board of Directors

1. The property, affairs and business of the organization are managed by Board of Directors who are elected by the membership of the Annual General Membership meeting. The Board of Directors will consist of: President, Vice President, Secretary, Treasurer and up to 15 additional Directors. In addition, the Board will also include the Varsity Head Coach of the Centennial High School Boys/Girls Basketball team. All voting rights shall be vested in the Board of Directors. All Officers and Directors are elected for up to a two year term. The past president is a member of the Board for one year following the completion of tenure as President.
2. The Executive Committee of the Board is comprised of the President, Vice-President, Secretary and Treasurer.
3. Regular meetings of the Board are held monthly throughout the year.
4. Special meetings of the Board may be called at any time by the president or any two Directors, provided that notice is given to each Director prior to such meetings.
5. A majority of the Board of Directors in office constitutes a quorum for the conduct of business.
6. The Board of Directors may appoint a legal advisor. The legal advisor shall not be deemed to be a member of the Board of Directors.
7. No Director shall be eligible for re-election to the Board of Directors unless (s)he has personally attended a minimum of five of the immediately preceding nine board meetings.

The Board of Directors shall:

- a. Perform all duties specifically delegated to it in the Articles of Incorporation or in the By-laws.
- b. Approve all contracts necessary for the transaction of business.
- c. Fill vacancies among the officers of the corporation by a vote of majority of the Board of Directors
- d. Make rules for the conduct of the members of the Corporation for the use of the Corporation's property.
- e. Prescribe and publish rules governing the use of equipment and facilities of the Corporation by both members and participants in the sports program.
- f. Make, alter and amend rules for its own procedure and fix and enforce penalties for violation of such rules.
- g. Approve appointments of special representatives or committees appointed by the President, and define the duties and powers of such appointees.
- h. Have complete jurisdiction over the Corporation finances, and have exclusive power to make authorized appropriations.

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- i. Maintain adequate insurance coverage of the Corporations property, and provide liability and health/accident insurance for its members.
- j. Have the general power to manage the affairs of the Corporation on any and all questions related thereto, when not in conflict with the Articles of Incorporation or By-laws.

Article VI
Duties of the Officers and Directors

1. The president is the chief executive officer of the Corporation. Duties of the President are:
 - a. Preside at all meetings of the members
 - b. See that all orders and resolutions of the Board are put into effect.
 - c. Actively manage the business of the Corporation.
 - d. Execute all bonds, mortgages and other contracts.
 - e. Serve as ex-officio member of all standing committees.
 - f. Supervise and manage the business, using the powers and duties usually vested in the office of the President of a Corporation.
2. The Vice President, in the absence or disability of the President, performs the duties and exercises the power of the President, and performs other duties as prescribed by the Board.
3. The Secretary records all actions taken at meetings of the Board, or the members, and of committees appointed by the President. The Secretary is responsible for notifying members of all meetings and performs other duties as prescribed by the President.
4. The Treasurer has custody of the corporate funds and securities and keeps full and accurate account of receipts and Disbursements in books belonging to the Corporation. The Treasurer deposits all monies and other valuable effects in the name of and to the credit of the Corporation in such depositories as designated by the Board. The Treasurer is responsible for monthly and yearly reports. The Treasurer can accept expenditures up to \$100.00 for non-budgeted items.
5. Each Director shall represent the interests of such Director's sport at a minimum of nine regular meetings of the Board of Directors. Any Assistant Director may represent such sport in lieu of the Director at any number of regular or special meetings of the Board of Directors; no more than three such meetings shall count towards the above referenced nine regular meetings.