

BY-LAWS
OF
LAKEVILLE SOUTH GIRLS BASKETBALL ASSOCIATION

ARTICLE I

Offices

1.1 Registered Office- The registered office of the Corporation shall be 1004 Crystal Lake Road West, Burnsville, Minnesota 55306. The Board of Directors shall have authority to change the registered office of the Corporation from time to time, and any such change shall be registered by the Secretary with the Secretary of the State of Minnesota.

1.2 Offices- The Corporation may have such other offices as the Board of Directors may designate.

ARTICLE II

Board of Directors

2.1 General Powers - The business of the Corporation shall be managed by or under the direction of a Board of Directors, subject to Minnesota Statutes, Section 317A.201.

2.2 Number - The Board of Directors shall consist of three or more individuals. In the event the Corporation has either one or two members, the number of Directors may be less than three but not less than the number of members, pursuant to Minnesota Statutes Section 317A.203.

2.3 Qualifications and Term of Office - Members of the Board of Directors must be natural citizens and a majority of the directors must be adults. The Board of Directors shall be elected at the annual meeting. At each annual meeting, one-half of the Directors shall be elected for a term of two years to succeed the Directors whose terms expire at such meeting; notwithstanding the foregoing, one Director position shall remain an unelected position and instead shall be filled by the current varsity coach. Directors shall hold their offices until their successors are elected and qualified or until the earlier death, resignation, removal or disqualification of the Director. Removal of Directors shall be carried out pursuant to Minn. Stat. 317A.223, Subd. 2. The Nominating Committee shall present a proposed slate of directors to fill the expired terms at the annual meeting. Additional nominations may be made by the members prior to the voting.

2.4 Quorum - A majority of the Board of Directors shall constitute a quorum for the transaction of business; provided, however, that if any vacancies exist by reason of death, resignation or otherwise, a majority of the remaining Directors, shall constitute a quorum for the conduct of

business. If less than a quorum is present at any meeting, a majority of the Directors present may adjourn the meeting from time-to-time without further notice.

2.5 Annual Meetings - Annual meetings of the Board of Directors shall be held in the month of May on a date and at a time designated by the Board of Directors at the registered office of the Corporation, unless another location is designated by resolution of the Board of Directors, for the purpose of electing officers of the Corporation and for the transaction of such other business as may come before the meeting. Unless notice shall be waived by all Directors entitled to notice, a five day notice shall be given to the Directors of the date, time and place of meeting. The notice need not state the purpose of the meeting.

2.6 Special Meetings - Special meetings of the Board of Directors may be held at such time and place as may from time to time be designated in the notice or waiver of notice of the meeting. Special meetings of the Board of Directors may be called by the President, or by any one Director. Unless notice shall be waived by all Directors entitled to notice, notice of the special meeting, stating the purpose of the meeting, shall be given by delivery or mailing of said notice not less than 5 or more than 30 days before the meeting. Each Director, by his attendance and his participation in the action taken at any Director's meeting, shall be deemed to have waived notice of such meeting.

2.7 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 number of Directors participating would be sufficient to constitute a quorum at said meeting.

2.8 Compensation - Directors and any members of any committee of the Corporation contemplated by these By-Laws or otherwise provided for by resolution of the Board of Directors, may receive such compensation therefore as may be determined from time to time by resolution of the Board of Directors. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving proper compensation therefor.

2.9 Committees - The Board of Directors may, by affirmative action of the majority of the Board, designate one or more of their number, or a person who is not a director, to constitute a committee, which to the extent determined by unanimous affirmative resolution of the entire Board, shall have and exercise the authority of the Board in the management of the business of the Corporation to the extent provided in the resolution. Any such committee shall be subject at all times to the control and direction of the Board.

2.10 Vacancies - Any vacancy in the Board of Directors shall be filled and approved by the remaining Board of Directors, though less than a quorum, and each person so elected shall be a Director until his successor is elected at the next annual meeting of the members or any meeting duly called for that purpose.

2.11 Order of Business - The meetings shall be conducted in accordance with Roberts Rules of Order, Revised, and the suggested order of business at any meeting of the Directors shall be:

1. Roll call.
2. Proof of due notice of meeting, or unanimous consent, or unanimous presence and declaration by President.
3. Reading and disposal of any unapproved minutes.
4. Reports of officers and committees.
5. Election of officers.
6. Unfinished business.
7. New business.
8. Adjournment.

2.12 Informal Action by Directors - Any action required or permitted to be taken at a meeting of Directors may be taken by written action signed by all of the Directors.

ARTICLE III

Officers

3.1 Number and Election - The Corporation shall have one or more natural persons exercising the functions of the offices of President and Treasurer. Officers of the Corporation shall be elected at the Annual Meeting of the Directors wherein the Nominating Committee shall present a proposed slate of officers. Additional nominations may be made by the members prior to the voting. Vacancies shall be filled by election or appointment by the other officers or agents the Board considers necessary for the operation and management of the Corporation. Such officers may include one or more Vice-Presidents, one or more Assistant Secretaries and one or more Assistant Treasurers. Any two officers, except those of President and Vice President, may be held by one person. Such officers shall hold office for one year or until the successors are elected and qualified; provided, however, that any officer may be removed with or without cause by the affirmative vote of the majority of the whole Board of Directors. In the absence of an election or appointment of officers by members or the Board of Directors, the person exercising the principal functions of the President or the Treasurer is considered to have been elected to the office.

3.2 Duties of Required Officers -

3.2.1 President - The President shall:

- (a) Have general active management of the business of the Corporation;
- (b) When present, preside at all meetings of the Board of Directors and at all meetings of the members;
- (c) See that all orders and resolutions of the Board are carried into effect;

- (d) Appoint Committee Chairpersons of Standing Committees and Special Committees (i.e., membership, publicity and fundraising);
- (e) Shall appoint the Chairperson and shall appoint three individuals to the Nominating Committee and shall coordinate the activities of the Nominating Committee, but shall not be a member of the Nominating Committee.
- (f) 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 expressly delegated by the Articles or By-Laws or by the Board to another officer or agent of the Corporation;
- (g) Maintain records of and, whenever necessary, certify all proceedings of the Board and the members; and
- (h) Perform other duties prescribed by the Board.

3.2.2 Treasurer - The Treasurer shall:

- (a) Keep accurate financial records for the Corporation;
- (b) Deposit money, drafts and checks, in the name of and to the credit of the Corporation, in the banks and depositories designated by the Board;
- (c) Endorse for deposit all notes, checks and drafts received by the Corporation as ordered by the Board, making proper vouches therefor;
- (d) Disburse corporate funds and issue checks and drafts in the Corporation, as ordered by the Board and/or the President of the Corporation;
- (e) Provide the President and the Board at every Board of Directors Meeting and, upon request, an account of transactions by the Treasurer and of the financial condition of the Corporation;
- (f) Prepare the books for audit at the end of the fiscal year;
- (g) Prepare a budget for presentation and approval of the Board of Directors at the Annual Meeting;

(h) Be responsible for the filing of necessary forms as required by government agencies; and

(i) Perform other duties prescribed by the Board or by the President;

3.3 Duties of Other Officers -

- (a) Vice President - The Vice President shall assist the President and shall have such powers and shall perform such duties as may be specified or prescribed by the Board of Directors. In the event of absence or disability of the President, the Vice President shall succeed to the President.
- (b) Secretary - The Secretary shall be Secretary of the Corporation and shall attend all meetings of the Board of Directors and members. The Secretary shall act as clerk thereof, shall present the Minutes for approval and shall record all the proceedings of such meetings in the Minute Book of the Corporation. The Secretary shall give proper notice of meetings of Directors. He/she shall perform such other duties as may be prescribed from time to time by the Board of Directors.
- (c) Assistant Officers - In the event of absence or disability of any Vice President, Secretary or Treasurer, such assistant to such officers shall succeed to the powers and duties of the absent officer in the order in which they are elected or as otherwise prescribed by the Board of Directors until such principal officer shall resume his duties or a replacement is elected by the Board of Directors. Such assistant officers shall exercise such other powers and duties as may be delegated to them from time to time by the Board of Directors, but they shall be subordinated to the principal officer they are designated to assist.

ARTICLE IV

Committees

4.1 Designation by Directors - The Board of Directors, by resolution adopted by a majority of the Directors, may designate one or more committees, including, but not be limited to, the following committees:

- (a) Standing Committee - Publicity - The Chairperson of the Publicity Committee shall be appointed by the President of the Corporation with the approval of the Board of Directors. The Chairperson shall appoint three (3) committee members.
- (b) Standing Committee - Fundraising - The Chairperson of the Fundraising Committee shall be appointed by the President with the approval of the Board of Directors. The

Chairperson shall appoint the committee members and shall undertake all responsibility for fundraising as approved by the Board of Directors.

- (c) Standing Committee - Nominating Committee - The Chairman of the Nominating Committee shall be appointed by the President who shall coordinate all activities of the Nominating Committee but shall not be a member of the Nominating Committee. In the absence of the President, the Chairman of the Nominating Committee shall be appointed by the Vice President. The Nominating Committee shall provide a slate of officers for approval at the Annual Meeting of Members.

ARTICLE V

Indemnification

5.1 Authority of Board of Directors - The Corporation, acting through its Board of Directors or as otherwise provided in these By-Laws, shall exercise as fully as may be permitted from time to time by the statutes and decisional law of the State of Minnesota or by any other applicable rules or principals of law its power to indemnify any person who was or is a party or is threatened to be made a party to any suit or proceeding, wherever brought, whether civil, criminal, administrative or investigative, by reason of the former or present official capacity of the person as a Director, officer, employee or agent of the Corporation.

5.2 Standard for Indemnification - Any person described in Section 5.1 may be indemnified by the Corporation if such person acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interest of the Corporation and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

5.3 No Presumptions Resulting From Termination of Actions - The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in, or not opposed to, the best interest of the Corporation.

5.4 Mandatory Indemnification - To the extent that any such person has been successful on the merits, or otherwise, in defense of any action, suit or proceeding referred to in this By-Law, or in defense of any claim, issue or matter within this By-Law, such person shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith.

5.5 Determination - Any indemnification under Section 5.1, unless ordered by a Court, shall be made by the Corporation, only as authorized in the specific case, upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in Section 5.2. Such determination shall be made (1) by the Board of Directors by a majority vote a quorum consisting of Directors who are not parties to such action, suit or proceeding or (2) if such a quorum is not obtainable, or, even if

obtainable, a majority of a committee of the Board of Directors who are not parties to such action, or, if determination is not made by Clause (1) and (2), by (3) a special legal counsel selected by either a majority of the Board of Directors or a committee, or if such majorities cannot be obtained, by a majority of the full Board, including Directors who are parties to the action.

5.6 Advance Payment - The expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the manner provided in Section 5.4 upon receipt of a written affirmation by the person of a good faith belief that the criteria for indemnification, as specified in Section 5.2, has been satisfied and upon receipt of a written undertaking by or on behalf of the Director, officer, employee or agent to repay such amounts paid or reimbursed by the Corporation if it shall ultimately be determined that they are not entitled to be indemnified by the Corporation as authorized in this By-Law.

5.7 Continuance of Indemnification - The indemnification provided by this By-Law shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

5.8 Not Exclusive Remedy - The indemnification provided by this By-Law shall not exclude any other right to which an officer or Director may be entitled under any agreement, vote of Directors, or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall not imply that the Corporation may not provide lawful indemnification not expressly provided for in this By-Law. Nothing contained in this By-Law shall affect any rights to indemnification to which corporate personnel, other than Directors and officers, may be entitled by contract and otherwise under law.

5.9 Insurance - The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by, or arising from, that person in such capacity, whether or not the Corporation would have been required to indemnify the person against the liability.

5.10 Notice of Indemnification - If, under this By-Law, any expenses or other amounts are paid by way of indemnification to a person, the Corporation shall, not later than the next Annual Meeting of Directors, unless such meeting is held within three (3) months from the date of such payment, and, in any event, within fifteen (15) months from the date of such payment, mail to its Directors of record at the time entitled to vote for the election of Directors a statement specifying the persons paid, the amounts paid and the nature and status of the litigation or threatened litigation at the time of such payment.

ARTICLE VI

Financial and Property Management

6.1 Fiscal Year - The fiscal year of the Corporation shall end on December 31 of each year.

6.2 Audit of Books and Accounts - The books and accounts of the Corporation shall be audited at such times as may be ordered by the Board of Directors.

6.3 Contracts - The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

6.4 Checks - All checks, drafts or other orders for the payment of money, notes or other evidences 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.

6.5 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 of Directors may select.

ARTICLE VII

Waiver of Notice


7.1 Requirement of Waiver in Writing - Whenever any notice is required to be given by these By-Laws or the Articles of Incorporation of the Corporation or any of the corporate laws of the State of Minnesota, a waiver thereof in writing, signed by the person or persons entitled to said notice, either before, at or after the time stated therein and whether given in writing, orally or by attendance, (at a meeting), shall be deemed equivalent thereto.

ARTICLE VIII

Amendments

8.1 Action by Board of Directors - The Board of Directors of the Corporation is expressly authorized to make By-Laws of the Corporation and from time to time to alter or repeal Articles or By-Laws so made to the extent and in the manner prescribed by the Minnesota Statutes 317A in effect and as amended. In so acting, the Board of Directors may do so only upon vote of a majority of the entire Board of Directors then in office at any meeting, provided that notice of such proposal of amendment shall have been given to the Directors in the notice of such meeting.

The undersigned hereby certify that the foregoing By-Laws were adopted as the complete By-Laws of the Corporation at a duly called meeting of the first Board of Directors of said Corporation on the 24th day of September, 2008.



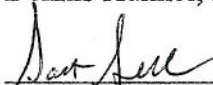
John Batta, Director



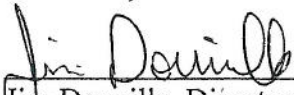
Mike McNab, Director



Dennis Kunkel, Director



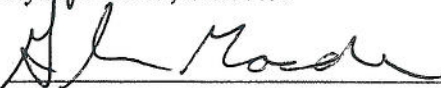
Scott Sell, Director



Jim Douville, Director



Lynn Dalhed, Director



Glenn Moede, Director