

**SHAKOPEE GIRLS BASKETBALL ASSOCIATION
AMENDED AND RESTATED BYLAWS**

**ARTICLE I
NAME, PURPOSE AND OFFICE**

Section 1.1 Name, Affiliation and Purpose. Shakopee Girls Basketball Association is a Minnesota Non-Profit Corporation organized under Minnesota Statutes Chapter 317A ("SGBA"). The SGBA is established as a non-profit educational organization engaged in the support of youth girls basketball and in the organization of interscholastic, in-house and tournament girls basketball competition.

Shakopee Girls Basketball Association (SGBA) has been organized to benefit the girls of our community by providing means for their athletic and social development through organized basketball. The goal is to recognize the importance of all individuals and to conduct our programs in a manner that provides the opportunity for the development of all participants. Our programs are organized to provide girls an opportunity to participate in a competitive level of basketball to prepare them for Varsity level play at Shakopee Senior High School.

Section 1.2 Place of Business. The SGBA's registered place of business is 1271 Jasper Rd, Shakopee, MN 55379. The mailing address for the SGBA is PO Box 572 Shakopee, MN 55379.

Section 1.3 Effective Date. The effective date of these Amended and Restated Bylaws is January 16, 2022.

**ARTICLE II
MEMBERS**

Section 2.1 Membership and Voting. Membership in the SGBA consists of parents or legal guardians of participant athletes in SGBA in-house or traveling basketball programming in the most recently completed travel or in-house season. Only those Members in attendance at a Member meeting shall have voting rights in the Organization. Members shall be entitled to vote at meetings of the Members as follows:

Section 2.1.1. A youth basketball player with a paid registration fee for the previous SGBA travel or in-house season qualifies their parent or guardian to

cast one vote. If a family has more than one player who meets this definition, the Member parent(s) may cast one vote for each player.

Section 2.1.2. Voting rights may not be assigned and voting by proxy is not allowed.

Section 2.1.3. A single parent or guardian may cast votes representing more than one participating child at a meeting of the Members.

Section 2.1.4. Membership on the SGBA Board of Directors constitutes one Member vote at a Member meeting of SGBA *only* if a Director *does not* have a player in SGBA in the prior season. If a Director has a player in SGBA, then that Director is entitled to *only* one vote per player in their household, not an additional vote as a Director.

Section 2.1.5. Terminated Members are not entitled to vote or to further participation in SGBA.

Section 2.2 Rights and Obligations. The Members of SGBA shall have no right, title or interest in the property, funds or assets of SGBA.

Section 2.3 Termination of Membership. Membership in SGBA may be terminated at any time by a majority vote of the Board of Directors. Membership may be terminated for a violation of any SGBA policies or conduct determined by the Board of Directors to be contrary or detrimental to the purpose, mission and operations of the SGBA.

Section 2.4 Annual Meeting of Members. Members shall be entitled to cast a vote at the annual meeting of the Members of SGBA which shall be held during the month of April each year. Each annual meeting shall be held on such date and such hour and place as the Board of Directors of SGBA may designate. The purpose of the annual meeting is to elect Directors to fill open seats on the Board of Directors, to report on the activities and financial condition of SGBA and to transact such other business as may properly come before the meeting; provided, however, that no other business with respect to which special notice is required by law, the Articles of Incorporation of SGBA or these Bylaws shall be transacted unless such notice shall be given.

Section 2.4.1 Notice of Annual Meeting. Notice of the annual meeting of the Members stating the time and place thereof, shall be given to all Members by electronic communication or in person at least two days before the meeting, or shall be mailed to each Member at least five days before the meeting. All notices not given in person shall be sent to the member at his or her postal or electronic address according to the latest available records of the SGBA. Attendance at a meeting is deemed a waiver unless the Member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the Member does not participate in the meeting.

Section 2.4.2. Members must be present at the time of voting to cast ballots at the annual meeting.

Section 2.4.2. Members shall elect Directors following the procedures outlined in Section 3.4 below.

ARTICLE III DIRECTORS

Section 3.1 Powers. The Directors of the Organization shall constitute its governing board and shall have such powers and authority as shall be conferred upon them by the Articles of Incorporation, the Bylaws, and the statutes of the State of Minnesota under which this Organization is organized. The Directors are charged with the overall responsibility for the affairs of SGBA including, but not limited to, adoption, approval and enforcement of all policies and procedures in the best interest of SGBA.

Section 3.2 Eligibility. To be eligible to serve as a Director, an individual must be a Member in good standing of the SGBA at the time of the annual meeting and the individual must be elected by the Members at an annual meeting as defined in Section 2.4 above. Only one Member per family or household may serve as a Director. To serve, all Directors must pass a background study as determined by the Board of Directors.

Section 3.3 Number and Term. The SGBA shall have not less than seven, but not more than 11, Directors with voting privileges. The Shakopee Girls Varsity Basketball Head Coach shall be one voting Director. The Head Coach Director position need not be re-elected. Other than the Shakopee Girls Varsity Basketball Head Coach, each Director shall be elected to an open position to serve a term of two (2) years (or less in the event of a vacancy in a Director position prior to the completion of the vacant Directors term). Directors may complete their current term of service even if they no longer meet the definition of a Member due to a child no longer playing travel or in-house basketball in the SGBA. Outgoing Directors are expected to provide transitional support to the new Directors as needed for a smooth transition.

Each Director's term of office shall begin at the conclusion of the meeting at which the Director was elected and shall continue until the conclusion of the annual meeting of the Members in the second year of the Director's term, and, unless the Members have determined that a successor will not be elected, until his or her successor has assumed office; or until the Director's prior death, resignation or removal. The Directors shall be divided into two classes as nearly equal in number as possible, so that the terms of office of approximately one-half of the Directors expire each year. Nothing herein shall be construed to prevent the election of any Director to succeed himself or herself. There shall be no limit on the number of terms to which an individual may be elected as a Director.

Section 3.4 Election. Directors are elected by a vote of the Members at the annual meeting using the following procedure:

Section 3.4.1 Nomination. Any Member in good standing in the Association is eligible to nominate a Member (including themselves) for election at the annual meeting. Nominations must be submitted in writing to the current Secretary of the SGBA not later than March 31, prior to the annual meeting in April of each year. Nominees should prepare a resume to be posted on the SGBA website and alphabetized by last name. All Nominees shall be added to an election ballot at the Annual Meeting of the Members.

Section 3.4.2 Election Process. Nominees are invited to the Annual Meeting to give a two (2) minute speech about their interest in being elected to the Board of Directors. Ballots will be distributed to Members entitled to vote at the beginning of the meeting. One ballot shall be given to each Member for each eligible vote as defined in Article 2.1. Ballots may only be cast after the final speech of the Nominees; no early voting is allowed. Once ballots are collected, three (3) Directors not on the ballot for re-election will tally the votes. Ballots with more votes cast than the number of open seats up for election will be voided and not counted. The Nominees with the five (5) (or fewer if fewer Director seats are up for election) highest number of votes cast in their favor are elected as Directors. The newly elected Directors will be announced at the Annual Meeting. If there is a tie between two or more Nominees, there will be additional rounds of ballots cast at the Annual Meeting between only the tied nominees until a prevailing Nominee or Nominees are determined.

Section 3.5 Roster. The SGBA shall maintain a roster of current Directors and their term length and expiration on the SGBA website.

Section 3.5 Removal; resignation; vacancies. Any Director may at any time be removed for just cause by a majority vote of the Board of Directors. Any Director may resign at any time by giving written notice to the President or the Secretary. The resignation shall be effective without acceptance when the notice is received by the President or the Secretary, unless a later effective date is specified in the notice. Any vacancy occurring because of the death, resignation or removal of a Director may be filled by a person elected by the Board of Directors for the unexpired term of such Director. Any vacancy resulting from an increase in the number of Directors may be filled by a person elected by the Board of Directors for a full term of office unless the Board of Directors designates a shorter term of office. Any vacancy occurring on the board may be filled by the affirmative vote of a majority of the remaining Directors, even though less than a quorum. Vacancies on the Board of Directors 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.

ARTICLE IV BOARD OF DIRECTORS' MEETINGS

Section 4.1 Regular Meetings. Regular meetings of the SGBA Board will be held monthly unless conflicts arise. All meetings will be set in advance and will be published on the SGBA web site.

Section 4.2 Special Meetings. A special meeting of the SGBA Board may be called for any purpose at any time by any Board Member. Notice of such special meeting is to be given to all SGBA Board Members with not less than seven days' notice prior to such meeting.

Section 4.3 Other Meetings. Meeting of any identified sub-committee or groups will be held as called by the appointed Director or committee chairperson.

Section 4.4 Quorum. There must be a minimum of 50% of the full Board of Directors present before any issue can be voted on. Issues requiring a vote without the minimum number of members present must be tabled until the next meeting.

Section 4.5 Action without a Meeting. Any action required or permitted to be taken at a Board meeting may be taken without a meeting by written action signed by a majority of the Directors. The written action is effective when it has been signed by all of those Directors, unless a different effective time is provided in the written action. A Director may consent to an action by affixing his or her signature on a document setting forth the action or by electronic communication.

Section 4.6 Meetings held using remote communication. A Director may participate in a meeting of the Board of Directors by means of conference telephone or, if authorized by the Board of Directors, by such other means of remote communication, in each case through which that Director, other Directors so participating, and all Directors physically present at the meeting may communicate with each other on a substantially simultaneous basis. Participation in a meeting by remote communication constitutes presence at the meeting.

ARTICLE V OFFICERS

Section 5.1 Organization and Eligibility. Officers shall be elected from among the Directors and be elected by the Directors at the first Board of Directors meeting held following the Annual Meeting each year. Officers shall serve a term of one year, but may serve multiple terms in the same or different position. Officer positions shall include a President, Treasurer, Secretary and one or more Vice Presidents and other officers as may be determined by the Board of Directors. When necessary, any Director may carry out the responsibilities of more than one office. To be eligible to serve as an Officer, the Director must be in the second year of their initial term as a Director unless

the Board of Directors approves allowing the Director to serve as an Officer prior to the expiration of their first year as a Director.

Section 5.2 Title and Responsibilities. The following descriptions shall apply to current Officers of the SGBA:

President. The President will supervise and manage SGBA activities, using the powers and duties commonly vested in the office of the President of a Corporation; will be responsible for acquiring background checks for coaches and Directors; will appoint committees as necessary; will be the liaison between SGBA, High School Coaches, Athletic Director, Community Education, City of Shakopee, MYAS and other travel basketball associations; and will oversee the creation and distribution of an "End of Season" survey. In the absence of the Treasurer, the President may issue payments for expenditures. The President will cast the final vote in case of a tie vote of the Board of Directors.

Treasurer. The Treasurer will be responsible for SGBA finances including payment of all approved expenditures and accounting of income from program registrations, tournaments, sponsors, and other sources. This position is responsible for all cash needs at registrations, tournament ticket and concession facilities and picture sessions. No expenditure over \$100.00 will be made without prior approval of this position or two board members. The Treasurer will issue a Treasurer's report at every public meeting, which will include a balanced check register and bank reconciliation. The Treasurer is responsible for reviewing, monitoring and maintaining proper insurance coverage.

Vice President Travel. The Vice President of Travel will be responsible for interviewing coaches with the President and Varsity Head Coach; working with the President and Varsity Head Coach in recruiting and selecting independent try-out coaches; working with the Facilities Director and Communications/Events Director in organizing and running try-outs; working with the President and Varsity Head Coach in scoring try-out results; registering teams for weekend tournaments; acting as liaison between coaches and Board; contacting players when necessary; and in the event needed, participating in conflict resolution.

Vice President In-House. The Vice President of In-House will be responsible for registration; working with President in recruiting and selecting coaches; working with the Facilities Director in obtaining appropriate gyms; evaluation and team placement; game scheduling; obtaining officials; training for both players and coaches; acting as liaison between coaches and Board; contacting players when necessary; and in the event needed, participating in conflict resolution.

Co-Tournament Directors (2). The Tournament Directors will be responsible for the planning, organizing, staffing, and team representation of the Shoot for the Stars Tournament, including coordinating certified referees; volunteers for concessions; ticket sales; scorekeeping; timekeeping and statistics; purchasing

and awarding trophies; planning and purchasing concessions for tournament sites; serving as SGBA contact person for all participants; and sending notification/invitations in a timely manner to all approved basketball association contacts to ensure representation of the best teams in the area.

Equipment Director. The Equipment Director will be responsible for selection, purchase and storage of all SGBA equipment and uniforms and working with the Vice President Travel and Vice President In-House to coordinate equipment and uniform use during the fall, winter and spring basketball seasons.

Facilities Director. The Facilities Director will work directly with all Athletic/Community Education Directors in School District 720; identify SGBA schedule requirements through socialization of the Vice President of Travel, Vice President of In-House and all head coaches and, in turn, consolidate and clarify those needs in a formal and organized manner; and provide detailed, team by team schedule of events including practice time and locations. They will also organize all additional gym time and meeting room requests.

Communication/Events Director. The Communications and Events Director (Secretary) will be responsible for all reporting and record keeping functions of the organization, including creating and maintaining a database of players, coaches, etc.; will prepare and distribute SGBA meeting minutes; will promote and coordinate all SGBA sponsored events. The Secretary will also be responsible for securing sponsors for the Shoot for the Stars Tournament and the overall basketball program; collecting and coordinating with the Treasurer on depositing of sponsorship checks; coordinating with the Website Director on promoting advertising sponsor on the SGBA website; liaising with the Treasurer and the President on the annual budget to determine any financial shortfalls and organizing fundraising events as may be needed to address any shortfalls.

Web Director. The Web Site Director will be responsible for updating SGBA website in a timely manner, while ensuring the accuracy of the content. The Web Site Director will work with the other Board members to develop the web site content. The Web Site Director will also work to secure sponsors and will advertise such sponsors on the SGBA web site.

Section 5.3 Vacancies. Vacancies on the Board of Directors by reason of death, resignation, removal, or disqualification shall be filled for the unexpired term by appointment and majority vote of the Board of Directors.

**ARTICLE VI
CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 6.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the SGBA, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the SGBA, and such authority may be general or confined to specific instances.

Section 6.2 Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the SGBA, shall be signed by such officer or officers, agent or agents of the SGBA and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or and countersigned by the President of the SGBA

Section 6.3 Deposits. All funds of the SGBA shall be deposited from time to time to the credit of the SGBA in such banks, trust companies or other depositories as the Board of Directors may select.

Section 6.4 Gifts. The Board of Directors may accept on behalf of the SGBA any contribution, gift, bequest or devise for the general purposes or for any special purpose of the SGBA, from any non-SGBA Board member.

**ARTICLE VII
FISCAL YEAR**

Section 7.1. The fiscal year of the SGBA shall begin on the first day of April and end on the last day of March in each year.

**ARTICLE VIII
WAIVER OF NOTICE**

Section 8.1. Whenever any notice is required to be given under the provisions of the Minnesota Non-Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the SGBA, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE IX
INDEMNIFICATION**

Section 9.1 General. SGBA shall indemnify its officers, Directors, committee members, employees, and agents in the manner set forth in Minnesota Statutes 317A.521, provided SGBA has made such determination or determinations, if any, as it may reasonably require establishing the standards set forth in Minnesota Statutes

317A521. Subd. 2, have been met. In addition, SGBA may, in the sole discretion of its Board of Directors, indemnify such persons or any other person under such circumstances or different circumstances as the Board shall deem appropriate, if the Board reasonably believes such indemnification to be in the best interest of the SGBA.

Section 9.2 Rights Not Exclusive. The indemnification provided by this article 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. Nothing contained in this Article shall affect any rights to indemnification to which SGBA personnel other than Directors and officers may be entitled by contract or otherwise by law.

Section 9.3 Insurance. SGBA may buy and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of SGBA, or is or was serving at the request of SGBA as a Director, officer, employee or agent of another Corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her, and incurred by him or her in any such capacity.

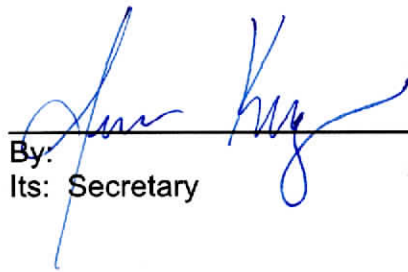
ARTICLE X MISCELLANEOUS ISSUES

Section 10.1 Amendment of Bylaws. These bylaws may be amended or repealed at any time by the affirmative vote of a majority of the Members at any regular meeting or at any special meeting, if at least seven days' notice is given of intention to alter or amend or repeal or to adopt new bylaws at such meeting, and such Bylaws will become effective immediately upon their adoption unless otherwise indicated.

Section 10.2 Policies and Procedures. The Board of Directors shall have the authority to implement various policies and procedures to further govern the operation of the SGBA. In the event of a conflict between any policies and procedures and these Amended and Restated Bylaws, these Amended and Restated Bylaws shall control.

ACKNOWLEDGMENT

The undersigned officer of this Organization, does hereby certify that the foregoing Amended and Restated Bylaws of the Shakopee Girls Basketball Association were adopted as the complete Bylaws of the Organization by by affirmative Action of the Directors dated January 16, 2022.


By: _____
Its: Secretary