

EAGAN ATHLETIC ASSOCIATION
AMENDED & RESTATED BYLAWS

ARTICLE I – NAME

The name of this organization shall be **Eagan Athletic Association**, hereinafter referred to as “**EAA**”.

ARTICLE II – PURPOSE

The purpose of EAA shall be to promote and operate athletic programs for youth either residing within the City of Eagan, MN or attending a school located within the City of Eagan. Deviation from the eligibility requirements will require prior approval by the appropriate Sport Director(s). EAA is organized exclusively for charitable purposes with the meaning of section 501(c)(3) of the Internal Revenue Code.

ARTICLE III – FISCAL YEAR

The fiscal year of EAA shall commence on January 1st and conclude on December 31st of each year.

ARTICLE IV – MEMBERSHIP

The membership of EAA shall consist solely and exclusively of (1) the active participants of EAA and (2) the parents of active participants of EAA. Such members shall not have voting rights as members.

ARTICLE V - BOARD OF DIRECTORS

SECTION 1 – Responsibilities and Duties

The Board of Directors will be responsible for “high-level” issues affecting EAA. It is not the responsibility of the Board of Directors to run the day-to-day operations of any sport; the responsibility for overseeing each sport shall be the responsibility of the Directors of each specific sport and the program boards that they in turn oversee. The Board of Directors shall:

- create, approve and publish official written policies of EAA. All written policies of EAA may be approved, amended, or, from time to time, waived at the sole discretion of the Board;
- review the content being offered in each sport and create a broad structure for all activities;
- conduct an in-depth review of EAA’s monthly financials, budgeting process, and fiscal management;
- develop and provide leadership for future strategic planning opportunities;
- review current property, liability, officer and participant insurance;
- interview and approve all Sport Directors within each program; and
- perform other such duties as may be necessary to manage the property, affairs, and business of EAA.

Specific duties and responsibilities of each Board of Director’s position are up to the determination of the entire Board of Directors in their sole discretion.

SECTION 2 – Qualifications and Composition

Persons serving on the Board of Directors shall have attained the age of eighteen (18). Board Members must reside within the City of Eagan and/or have a child attending a school within the City of Eagan. The Board of Directors may waive, at its discretion and with a majority vote, the residence requirement for otherwise eligible Board of Directors candidates residing in neighboring communities. The Board of Directors shall consist of up to twenty-five (25) members, but in no case should it fall below a minimum

of fifteen (15) members. The Board of Directors will include four (4) individuals who will serve as elected officers. Any other Board Members will be appointed by the elected officers and/or the full board. At no time can any Board of Director position be filled by Co-Directors (two individuals).

SECTION 3 – Terms

The Board of Director's term of office shall be two (2) year terms except for Past President/President Elect and any Directors at Large who each will serve just a one year term. It is the intent that one-half of Board positions come up for renewal each year, staggered by position on an odd/even year format. The term of office for all Directors shall commence as of January 1 following election. Notwithstanding the foregoing, any Sport Director may delay the commencement of their term until April 1 of the year following the election to accommodate an in process sport season.

Administrative Board Positions – Election Year

Past President – 6 months – 12 month Term
President Elect – One Year Term
President – Odd Year
Vice President – Even Year
Administrative Officer – Odd Year
Director of Business Development – Even Year
Director of Facilities – Odd Year
Director of Sport Programs – Even Year
Director of Program Initiatives – Odd Year
Director of Web Strategy & Support – Even Year
Director of Marketing and Communications – Odd Year
At Large - Annual
At Large - Annual

Sport Director Board Positions – Election Year

Director of Cross Country – Even Year
Director of Baseball – Odd Year
Director of Basketball – Even Year
Director of Football – Odd Year
Director of Rugby – Even Year
Director of Lacrosse – Odd Year
Director of Soccer – Even Year
Director of Softball – Odd Year
Director of Track – Even Year
Director of Ultimate Frisbee – Even Year
Director of Volleyball – Odd Year
Director of Wrestling – Odd Year

SECTION 4 – Removal of a Board Member

Any Board member may be removed for failing to carry out expected duties or conduct detrimental to EAA. In order to remove a member of the Board of Directors, a written complaint must be presented to

the Board of Directors. The complaint will be reviewed and investigated by the officers of the board. If sufficient justification, a hearing before the full voting board will be held. The vote of simple majority of the Board of Directors is required for the dismissal of a Board Member. Three consecutive unexcused absences may result in a request for resignation of a Board of Directors member. The aforementioned removal directive applies to any program board members, age group coordinators and coaches as well. However, to remove individuals in positions outside of the Board of Directors, the formal removal process does not have to be followed by the Board of Directors.

SECTION 5 – Resignation

Any Board member may resign at any time by giving written notice to the President or the Administrative Officer. The resignation of any 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.

SECTION 6 – Qualifications

At all times persons serving on the Board of Directors shall have attained the age of eighteen (18). Multiple people shall not jointly hold any Officer or Board position. It is strongly encouraged that both Officers and Board members hold another volunteer position within EAA for one (1) year prior to serving on the Board of Directors.

SECTION 7 – Background Checks

Board members, sport program directors, program board members, age group coordinators, coaches as well as others will be required to complete a background check. It is the intent of EAA to deny any person who has been convicted of a crime of violence, a crime against a person, or crimes involving the possession or sale of illegal substances from serving on the Board or volunteering within our program(s).

Section 8 - Onboarding Orientation

All new EAA Directors and Officers must attend EAA orientation within 3 months of appointment. A program's budget will not be approved and/or will be conditionally approved for three months pending the completion of this training.

ARTICLE VI - ELECTED OFFICERS

SECTION 1 - Number of Officers

The officers of this organization shall consist of four (4) individuals, including the President, Vice President, Administrative Officer and Treasurer.

SECTION 2 - Election and Term of Office

The officers of the organization shall be elected from the members of Board of Directors. There are no term limits as long as the aforementioned requirements are being met to be a member.

SECTION 3 - Removal of an Elected Officer

Any officer or agent elected or appointed may be removed from office by a majority vote of the Board of Directors whenever, in its judgment, the best interests of the organization will be served thereby. The process to remove an Officer will follow Article V-Section 4.

SECTION 4 - Vacancies

Any vacancy in any principal office because of death, resignation, removal, disqualification or otherwise

shall be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE VII – CONDUCTING BUSINESS

Section 1 – Bi-Monthly (Regular) Board of Director Meetings

Notice of every bi-monthly meeting shall be made public by the President or his/her designee at least one week before the date of such meeting. The specific date, time and place of the meeting shall be determined by the Board of Directors. Each meeting shall be open to the public with a structure defined by EAA, no less than seven days in advance on the EAA website. High level meeting minutes shall be taken at each board meeting, sent out for review to the entire EAA Board and approved at the next bi-monthly board meeting, after which they will be available to the public on the EAA website.

Section 2 – Annual Membership Meeting

A general membership meeting shall be held annually. The annual meeting of the membership of EAA shall be held in the month of November or December for the purposes of addressing the membership and for holding Board of Director elections, although persons being voted into office shall not have voting rights until the following January meeting. The specific date, time and place of the Annual Membership Meeting shall be determined by the Board of Directors. The annual meeting shall be open to the public, with a structure defined by EAA, no less than seven days in advance on the EAA website.

SECTION 3 - Special Meetings

A special meeting of either the membership or the Board of Directors for any purpose may be called by the President or majority of the Board of Directors. In addition, at the request of at least 10% of the membership, a special membership meeting will be called by the President or Board of Directors. Notice of Special Meetings need only be made to the Board of Directors and shall state objectives for which the meeting was called. No other business shall be transacted at said Special Meeting.

SECTION 4 – Quorum(s)

A quorum for any meeting of the Board of Directors shall consist of a majority (51%) of members entitled to vote. All Directors and Officers are considered voting members. If a quorum is present, the affirmative vote of a majority of those members voting shall constitute an act of the Board. Proxies shall be allowed at any meeting to vote. Special meetings require two-thirds of board members to be in attendance.

SECTION 5 - New Business

All new business items raised at any meeting and not on the schedule must be tabled for final vote until the next regular meeting. Where new business proposed requires a decision sooner than the next regular meeting, special meetings may be called as noted above or the motion can be decided by electronic notification by the President or his/her designee to all Board of Directors, who may vote on the motion by electronic response to the President or his/her designee. In the case of electronic notification and vote, members will be given seven (7) calendar days to respond. A lack of response will be treated as an abstention.

SECTION 6 - Voting Rights

Limit family members and domestic partners from serving together on any board or sport board in either paid or unpaid positions unless disclosed and approved in advance by the EAA Board of Directors prior to election. EAA may issue an exception for paid coaches.

SECTION 7 – EAA Bylaws

As EAA is a 501(c)(3) entity, EAA will maintain bylaws that all programs, board members, parents, coaches and athletes adhere to. Once finalized, all sport boards will maintain Operating Procedures that refer to EAA's bylaws and policies. Any unique positions and or scenarios will be clearly articulated in the Operating Procedures and Bylaws when necessary.

ARTICLE VIII – STANDING COMMITTEES

Membership on the following Standing Committees shall be filled by the President of the Board of Directors for an annual term. The following three (3) standing committees will meet at a minimum of quarterly to aid the overall governance efforts of the Board of Directors of EAA.

SECTION 1- Finance Committee

The Finance Committee shall consist of a minimum of four (4) board members including the Treasurer. It shall be the duty of this committee to consider and recommend means for maintaining adequate income, to oversee day-to-day activities, to advise on banking, investments and insurance as well as other financial matters. The Chair of the Finance Committee shall be appointed by the Board of Directors.

SECTION 2 – Marketing & Technology Committee

The Marketing & Technology Committee shall consist of a minimum of four (4) board members including the Director of Web Strategy & Support. It shall be the duty of this committee to recommend strategy and oversee use of EAA's brand/image, to direct technology efforts including website(s) and to be responsible for the publication and distribution of all organizational materials. The Chair of the Marketing & Technology Committee shall appointed by the President

SECTION 3 – Executive Committee

The Executive Committee will consist of the Past President/President Elect, President, Vice President, and Administrative Officer. The purpose of the Executive Committee shall be to establish the agenda for the meetings, review information that is brought to the attention of the Board and make recommendations to the full board as appropriate. The President will serve as the Chair of the Executive Committee.