

**OFFICIAL BY-LAWS OF
BUFFALO GIRLS BASKETBALL BOOSTERS**

ARTICLE I

NAME

The name of this corporation shall be ***Buffalo Girls Basketball Boosters***
(hereinafter “BGBB”, the “Organization” or “Corporation”)

ARTICLE II

ADDRESS

The address of this corporation shall be: **P.O. Box 661, Buffalo, MN 55313**. This corporation may have other offices and places of business, within or without the State of Minnesota, as the Board of Directors may from time to time designate or the business of this corporation may require.

ARTICLE III

MISSION

Our mission is to provide and support a competitive girls’ basketball program that is available to all who wish to participate. Emphasizing sound fundamental skills, teamwork, and knowledge of the game, our goal is to develop players to be ready to compete at the next highest level. By creating a fair and fun environment while maintaining the highest degree of sportsmanship, we strive to foster a life-long love for the game while representing the Buffalo Hanover Montrose School District 877 in a positive manner.

ARTICLE IV

PROPERTY OWNERSHIP

No member, director, or officer of this corporation shall have any right, title, or interest in or to any property of any kind owned by this corporation, or held by this corporation.

ARTICLE V

DISSOLUTION

Upon liquidation or dissolution of this corporation or upon the abandonment of its purposes none of the property of the corporation shall insure to the benefit of any member, director, or officer; but all such property shall 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 shall then direct, subject to approval of a justice of the supreme court.

ARTICLE VI

OFFICE

The registered office of the corporation in Minnesota is the place designated in the Articles of Incorporation as the registered office of this corporation. This corporation may change its registered office in accordance with Chapter 317A, Minnesota Statutes, as amended from time to time (hereinafter, "Chapter 317A").

ARTICLE VII

MEMBERSHIP

General Membership shall be open to all persons interested in the furtherance of girls' basketball. General Members shall not have voting rights pertaining to BGBB business, policies or operations, which are specifically reserved for the BGBB Board of Directors. However, General Members do hold voting rights specific to election of the Board of Directors (as outlined in Article X), and are expected to provide input and feedback related to BGBB issues, on which the Board of Directors may make decisions, as they are designated to act on behalf of and in the best interest of the General Membership. Only Director positions outlined in Article X will be able to serve and exercise rights of Directors of the Board.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the corporation shall end on the **30th day of June** of each year.

ARTICLE IX

MEETING OF MEMBERS

Section 1: The Board shall consist of at least the President, Vice President, Secretary, Treasurer, Buffalo Girls' Varsity Head Coach and such other director or directors as may be elected at the annual meeting of the members, by majority vote of all Directors and General Members in attendance. The annual meeting of the members shall be held **in**

April of each year, and at such time reports of the corporations officers shall be presented and the election of new directors shall be conducted or otherwise concluded.

Section 2: Meetings of the Board of Directors may be held from time to time at any place within or without the State of Minnesota that the Board of Directors may select, or at the request in writing of five (5) members. Such call shall state the purpose or purposes of the proposed meeting. Written notice thereof shall be given to the members in the same manner as for an annual meeting. Business transacted at all regular meetings shall be confined to the purposes of the corporation.

Section 3: Calling Meetings; Notice. An officer, usually the President, may call a Board of Directors meeting by giving at least three days' notice to all directors of the date, time and place of the meeting. The notice need not state the purpose of the meeting. If the day or date, time and place of a Board of Directors meeting has been announced at a previous meeting of the Board of Directors, not notice is required. Notice of an adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Section 4: Waiver of Notice. A director may waive notice of a meeting of the Board of Directors. A waiver of notice by a director entitled to notice is effective whether given before, at or after the meeting, and whether given in writing, orally or by attendance. Attendance by a director at a meeting is a waiver of notice of that meeting, except where the director 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 thereafter in the meeting.

ARTICLE X

BOARD OF DIRECTORS

Section 1: The property and business of this corporation shall be managed by its **Board of Directors, which shall be no less than nine (9) person board members.** The Board shall consist of at least the **President, Vice President, Secretary, Treasurer, Buffalo Girls' Varsity Head Coach** and such other director or directors as may be elected at the annual meeting of the members, by majority vote of all Directors and General Members in attendance. **Any director shall be entitled to serve for one, two (2) year term and is eligible to be elected to consecutive terms in that or any position. No more than three (3) Board of Directors at any time may represent the same class. Terms shall begin on July 1 and end on June 30 of each year. All Directors must attend a majority of the meetings throughout the year to uphold their rights and privileges as Directors of the Board. A director may be removed at any time, with or without cause, if a majority of the remaining directors present affirmatively vote to remove the director.**

Section 2: At all meetings of the Board, a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a

majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

Section 3: The Board of Directors may from time to time determine the order of business at their meetings. The usual order of business at the meetings shall be as follows:

- A. The President calls the meeting to order at the time and on the date of the meeting.
- B. Roll call – quorum being present the meeting proceeds with the business.
- C. Reading by the secretary of minutes of the previous meeting and their consideration and approval.
- D. Report of officers.
- E. Report of committees.
- F. Consideration of communications.
- G. Unfinished business.
- H. New business.
- I. Motion to adjourn.

Section 4: In addition to the powers and authorities conferred upon them by these by-laws, the Board of Directors shall have the power to do all lawful acts necessary and expedient to the conduct of the business of this corporation that are not conferred upon the members by these by-laws, or by the articles of incorporation, or by statute.

Section 5: Roberts Rules of Order shall govern the proceedings of all meetings of the corporation in each constituent part, except as provided in these by-laws. Only the Board of Directors may do motions and voting. General membership may express concerns and ideas and be involved in the discussion process.

Section 6: Action Without Meeting. An action required or permitted to be taken at a Board of Directors meeting may be taken by written action signed by all of the directors. The written action may be signed in counterparts. “Signed” may also take the form of written affirmative response via an electronic communication or similar form.

Section 7: Resignation. A director may resign at any time by giving written notice to this corporation. The resignation is effective without acceptance when the notice is given to an officer of the Board of Directors, unless a later effective time is specified in the notice.

Section 8: Vacancies.

8.1 Death, Resignation, Removal or Disqualification. Vacancies on the Board of Directors resulting from the death, resignation, removal, or disqualification of a director shall be filled by the affirmative vote of a majority of the remaining

directors.

8.2 Newly Created Directorships. Vacancies on the Board of Directors resulting from newly created directorships shall be filled by the affirmative vote of a majority of the directors serving at the time of the increase.

ARTICLE XI

OFFICERS

Section 1: The corporation shall have at least four (4) officers who shall be **President, Vice President, Secretary, and Treasurer**, no two of which offices may be held by the same Board member. Said officers shall be elected from and by the Board of Directors. **Officers must have held a Board of Directors position for at least one-year prior in order to be elected as an officer.**

Section 2: The Board may appoint such other officers and agents as it shall deem necessary, from time to time, who shall hold their offices for such terms and shall exercise such powers and perform such duties as determined from time to time by the Board.

Section 3: The **President** shall be the chief executive officer of the corporation. The president shall preside at all meetings of the members and Directors. The President shall have general active management of the business of the corporation, and shall see that all orders and resolutions of the Board are carried into effect. The President shall execute all bonds, mortgages, and other contracts. The President shall be an exofficio member of all standing committees, and shall have general powers and duties of supervision and management usually vested in the office of the President of a corporation.

Section 4: The **Vice President** shall, in the absence or disability of the president, perform the duties and exercise the powers of the President and shall perform such duties as the Board of Directors shall prescribe.

Section 5: The **Secretary** shall attend all sessions of the Board of Directors and all meetings of the members and record all votes and minutes of all proceedings in a book kept for that purpose, and shall perform like duties for the standing committees where required. The Secretary shall give, or cause to be given, notice of all meetings of the members and Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or president, under whose supervision the Secretary shall be.

Section 6: The **Treasurer** shall have the custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books

belonging to the corporation and shall deposit all monies and other valuable effects in the name and the credit of the corporation in such depositories as may be designated by the Board of Directors. The Treasurer and President shall disperse the funds of the corporation as needed. The proper vouchers for disbursements shall be rendered to the President and Directors at the regular meetings of the Board, or whenever they may require it. The Treasurer shall keep an account of all transactions and of the financial condition of the corporation.

Section 7: If the office of any Director or officer becomes vacant by reason of death, resignation, retirement, disqualification, or removal from office or otherwise, the Directors then in office, although less than a quorum of a majority vote, may choose a successor or successors who shall hold the office until the next annual membership meeting.

Section 8: The Board of Directors may by unanimous affirmative action of the entire Board, designate the officers of the Board to constitute an executive committee, which, to the extent determined by unanimous affirmative action by the entire Board, shall have and exercise the authority of the Board on the management of the business of the corporation. Any such executive committee shall act only in the interval between meetings of the Board, and shall be subject at all times to the control and direction of the Board.

Section 9: RESIGNATION. An Officer may resign at any time by giving written notice to this corporation. The resignation is effective without acceptance when the notice is given to an officer of the Board of Directors, unless a later effective time is specified in the notice.

Section 10: REMOVAL. An officer may be removed at any time, with or without cause, by a resolution approved by the affirmative vote of a majority of the directors present.

Section 11: DELEGATION. Unless prohibited by a resolution approved by the affirmative vote of the Board of Directors, an officer of this corporation may delegate some or all of the duties and powers of his or her office to another person or persons, provided that such delegation is in writing. An officer who delegates the duties or powers of an office remains subject to the standard of conduct for an officer with respect to the discharge of all duties and powers so delegated.

ARTICLE XII

COMMITTEES

Section 1: Committees shall be authorized by the Directors to serve at the pleasure thereof. The Directors may appoint or remove members thereof on subcommittees and name the committee chairman. Committees are subject at all times to the direction and control of the Board of Directors. A committee member need not be a director. The

budget of any such committee or committees shall be submitted to the Board of Directors for approval and authorization.

ARTICLE XIII *INDEMNIFICATION*

Section 1: DEFINITIONS.

For purposes of this Article XIII, the following definitions shall apply:

1.1 Official Capacity. “Official capacity” means (a) with respect to a director, the position of director in this corporation; (b) with respect to a person other than a director, the elective or appointive office or position held by an officer or member of a committee of the Board of Directors, or the employment relationship undertaken by an employee of this corporation; and (c) with respect to a director, officer or employee of this corporation, (i) who, while a director, officer or employee of this corporation, is or was serving at the request of this corporation as, or (ii) whose duties as director, officer or employee of this corporation involve or involved service as, a director, officer, partner, trustee, employee or agent of another organization or employee benefit plan, the position of that person as a director, officer, partner, trustee, employee, or agent, as the case may be, of the other organization or employee benefit plan.

1.2 Proceeding. “Proceeding,” means a threatened, pending, or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of this corporation.

Section 2: INDEMNIFICATION REQUIRED.

This corporation shall indemnify a person made or threatened to be made a party to a proceeding by reason of the former or present official capacity of the person against judgments, penalties, fines, including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan, settlements, and reasonable expenses, including attorney’s fees and disbursements, incurred by the person in connection with the proceeding, if, with respect to the acts or omissions of the person complained of in the proceeding, the person:

- (a) Has not been indemnified by another organization or employee benefit plan for the same judgments, penalties, fines, including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan, settlements, and reasonable expenses, including attorney’s fees and disbursements, incurred by the person in connection with the proceeding with

respect to the same acts or omissions;

(b) Acted in good faith;

(c) Received no improper personal benefit and the provisions of Chapter 317A relating to director conflicts of interest, if applicable, have been satisfied;

(d) In the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful; and

(e) In the case of acts or omissions occurring in the official capacity described in Subsection 1.1, phrase (a) or (b), reasonably believed that the conduct was in the best interests of this corporation, or in the case of acts or omissions occurring in the official capacity described in Subsection 1.1, phrase (c), reasonably believed that the conduct was not opposed to the best interests of this corporation. If the person's acts or omissions complained of in the proceeding relate to conduct as a director, officer, trustee, employee or agent of an employee benefit plan, the conduct is not considered to be opposed to the best interests of this corporation if the person reasonably believed that the conduct was in the best interests of the participants or beneficiaries of the employee benefit plan.

Section 3: ADVANCES.

If a person is made or threatened to be made a party to a proceeding, the person is entitled, upon written request to this corporation, to payment or reimbursement by this corporation of reasonable expenses, including attorney's fees and disbursements, incurred by the person in advance of the final disposition of the proceeding, (a) upon receipt by this corporation of a written affirmation by the person of a good faith belief that the criteria for indemnification set forth in Section 2 have been satisfied and a written undertaking by the person to repay all amounts so paid or reimbursed by this corporation if it is ultimately determined that the criteria for indemnification have not been satisfied, and (b) after a determination that the facts then known to those making the determination would not preclude indemnification under this Article. The written undertaking required by clause (a) is an unlimited general obligation of the person making it, but need not be secured and shall be accepted without reference to financial ability to make the repayment.

Section 4: REIMBURSEMENT TO WITNESSES.

This Article does not require, or limit the ability of, this corporation to reimburse expenses, including attorney's fees and disbursements, incurred by a person in connection with an appearance as a witness in a proceeding at a time when the person

has not been made or threatened to be made a party to a proceeding.

Section 5: DETERMINATION OF ELIGIBILITY.

5.1 Procedure Generally. All determinations whether indemnification of a person is required because the criteria set forth in Section 2 have been satisfied and whether a person is entitled to payment or reimbursement of expenses in advance of the final disposition of a proceeding as provided in Section 3 shall be made in accordance with Chapter 317A.

5.2 Alternative Procedure for Non-Management. With respect to a person who is not, and was not at the time of the acts or omissions complained of in the proceedings, a director, officer, or person possessing, directly or indirectly, the power to direct or cause the direction of the management or policies of this corporation, the determination whether indemnification of this person is required because the criteria set forth in Section 2 have been satisfied and whether this person is entitled to payment or reimbursement of expenses in advance of the final disposition of a proceeding as provided in Section 3 may be made by an annually appointed committee of the Board of Directors, having at least one member who is a director. The committee shall report at least annually to the Board of Directors concerning its actions.

ARTICLE XIV *BOOKS AND RECORDS*

Members shall be permitted to inspect the books of the corporation at reasonable times.

ARTICLE XV *AUDIT OF BOOKS*

The Board of directors shall designate a competent and qualified person to audit the corporation's books prior to the transfer of the books of account to the new treasurer.

ARTICLE XVI *AMENDMENT OF ARTICLES AND BY-LAWS*

The articles of incorporation and these by-laws may be amended or altered at the annual membership meeting by a majority vote of the Directors present.

Resolution 1: Two (2) Directors shall co-sign all checks over \$500 preferably the

President and Treasurer. No two family members will be allowed to co-sign checks.

The undersigned, being all of the Directors of the Buffalo Girls Basketball Boosters, do hereby approve and consent to the adoption of the foregoing by-laws as and for the by- laws of the corporation.

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Signature	Position	Date
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