

**HERMANTOWN YOUTH
BASKETBALL ASSOCIATION (HYBA)**

CORPORATE BYLAWS

**ARTICLE I.
ORGANIZATION AND PURPOSE**

Section 1.01 Registered and Other Offices: The registered office of the corporation in Minnesota shall be that set forth in the articles of incorporation or in the most recent amendment of the articles of incorporation or statement of the board of directors filed with the Secretary of State in Minnesota changing the registered office in the manner prescribed by law. The corporation may have such other offices, within or without the State of Minnesota, as the board of directors shall from time to time determine.

Section 1.02 Corporate Seal: The corporation shall have no corporate seal.

Section 1.03 Name: The Organization shall be known as Hermantown Youth Basketball Association (hereinafter referred to as HYBA)

Section 1.04 Purpose:

- a. To encourage the play of competitive basketball at all levels.
- b. To promote and advance the sport of basketball to the youth in Hermantown, MN
- c. To raise, hold, and invest assets in support of the above described purposes.

**ARTICLE II
MEMBERS**

Section 2.01 Number and Qualification of Members. The number of members of the corporation shall be unlimited. All individuals who are citizens and supportive of the purposes of the corporation shall be entitled to membership. The members of the HYBA shall be classified as Voting or Non-Voting Members as defined below.

A Non-Voting member is any player, parent, coach, manager, administrators, or any person interested in the promotion of the associations' ideals and goals. Non-voting members may attend any meetings of the corporation and voice their opinion during the Public Speaking portion of the meeting.

A Voting member is defined as a member of the Board of Directors and will have one (1) vote each. In addition to the Officers listed within these bylaws up to three (3) additional at-large members may be elected and approved by the Officers as voting members as described in Article Four. Whenever possible, there should be a voting member from each grade represented on the board. As voting members leave the Board due to their kids "aging out", or any other reason, the Board should replace them with parents/guardians/interested parties of younger players in grades that are not currently represented on the Board.

Section 2.02 No Rights in Assets or Earnings. The members of the corporation shall have no property rights in the assets of the corporation and no earnings of the corporation shall inure to the benefit of or be distributable to the members.

Section 2.03 Meetings and Notice. A meeting of the corporation shall be held at least once per year, and current members shall be notified of the place, date and time by giving not less than five (5) days nor more than thirty (30) days' notice to all members before the meeting by posting on the HYBA website. Only members of the board of directors shall have the right to make motions and vote at said meetings. Additional meetings of the corporation may be held

from time to time at any place that the board of directors may designate. A special meeting of the corporation may be called by the president or by a majority of the members of the board of directors by giving not less than five (5) nor more than thirty (30) days' notice to all directors of the date and time of the meeting. The notice of a meeting need not state the purpose of the meeting. Notice shall be written and may be given by any electronic means available or in person. Each meeting should include a "Public Speaking" portion where any non-voting member of HYBA can speak to the Board prior to any HYBA business.

ARTICLE III. DIRECTORS

Section 3.01 General Purposes. The business and affairs of the corporation shall be managed by or shall be under the direction of the board of directors. The board of directors shall be responsible for the establishing and enforcing the rules, policies, and procedures of the HYBA. The rules, policies, and procedures as adopted by the board of directors are binding upon and shall be adhered to by the HYBA, its directors, officials, administrators, and all other individuals acting on behalf of the HYBA.

Section 3.02 Number, Qualifications and Term of Office. The Board of Directors shall consist of the following individuals:

Officers:

- President
- Vice President
- Treasurer
- Secretary

Each of the directors shall hold office for a term of one (1) year. Election of additional directors or of replacements for directors whose terms are expiring each year shall take place in the Spring as described in Article Four, and each director shall hold office until a successor shall have been elected and shall qualify, or until the earlier death, resignation or removal of such director.

Section 3.03 Quorum. A majority of the currently elected board members (a minimum of two which must be Officers) shall constitute a quorum for the transaction of business. If a quorum is present when a duly called meeting is convened, the directors in attendance may continue to transact business until adjournment even though the withdrawal of a number of directors originally present leaves less than the number otherwise required for a quorum.

Section 3.04 Vacancies. Vacancies on the board of directors resulting from the death, resignation or removal of a director may be filled by the affirmative vote of a majority of the remaining directors, even though less than a quorum. Each director elected under this section to fill a vacancy shall hold office until a qualified successor is elected at the annual meeting of the corporation occurring at the end of the term which he or she was elected to fill.

Section 3.05 Removal of Directors. Any director may be removed at any time, with or without

cause, by the affirmative vote of two-thirds of the remaining directors. Absence of a director at three consecutive board meetings without written or oral explanation to the president of such absences shall be deemed to be the resignation of such director.

Section 3.06 Manner of Acting. Unless otherwise required by law or these bylaws, the action of a majority of directors' present at a meeting at which a quorum is present shall be the act of the board. Any action required or permitted to be taken by the board may be taken without a meeting by written action signed by all the directors. The board may also act by any other form of communication permitted by law.

ARTICLE IV. OFFICERS

Section 4.01 Number, Designation and Qualifications. The officers of the corporation shall consist of a president, a vice-president, a treasurer, and a secretary. The board may propose, subject to membership approval and election, any other officers it deems necessary for the operation and management of the corporation, each of whom shall have the powers, rights, duties, responsibilities and terms of office described in the board's proposal. Any number of offices or functions of these offices may be held or exercised by the same person. The board of directors may appoint such other officers or agents as it may deem necessary or desirable and may prescribe the power and duties of each. HYBA shall be run by no less (3) members who comprise the board of directors. This number can be reduced because of vacancies but at all times there should be an odd number of directors. In order to hold a position on the board of directors, a person must 1) reside in the Hermantown School District; and 2) be elected by the HYBA membership or appointed by the board of directors as a director of HYBA.

Section 4.02 President. The president of the corporation shall be the chief executive officer of the corporation and in such capacity shall have overall responsibility for the management of the business of the corporation.

- a. when present, preside at all meetings of the board of directors of the corporation.
- b. sign and deliver all instruments having to do with the business of the corporation.
- c. maintain records of and, to the extent necessary, certify all proceedings of the board of directors of the corporation.
- d. communicate to the board of directors such matters as deemed appropriate.
- e. investigate complaints, irregularities, or conditions detrimental to the association and report to the board as circumstances warrant.
- f. perform such other duties as may from time to time be prescribed by the board of directors.

Section 4.03 Vice-President.

- a. Perform the duties of the president in the absence or disability of the president, provided he or she is authorized by the president or the board to so act.
- b. Perform such duties as from time to time may be assigned by the board of directors or by the president.

Section 4.04 Treasurer. The treasurer shall act as chief financial officer of the corporation and in such capacity shall have overall responsibility for the financial operations of the organization.

- a. keep accurate financial records for the corporation.
- b. endorse and deposit all money, drafts, and checks in the name of and to the credit of the corporation in the banks and depositories designated by the board of directors.
- c. disburse corporate funds and issue checks and drafts in the name of the corporation.
- d. render to the president and the board of directors, whenever requested, an account of all transactions and of the financial condition of the corporation.
- e. prepare an annual budget for adoption by the board of directors and report on that budget on a monthly basis.
- f. coordinate the annual filing of tax returns and filing with the state Attorney General.
- g. and perform such other duties as may from time to time be prescribed by the board of directors or president.

Section 4.05 Secretary. The secretary of the corporation holds overall responsibility for communication and documentation within the corporation.

- a. shall prepare minutes of each meeting.
- b. maintain records and other corporate documents.
- c. be the central point of contact, reviewing and coordinating responses to emails sent to the HYBA email account.
- d. coordinate social media presence and member communications.
- e. and to the extent necessary, certify all proceedings of the board of directors and members of the corporation.

Section 4.06 Election and Term of Office: Officers shall be elected annually at a meeting of the organization held in May. Any current member, whether voting or non-voting, may submit their name as nominee for any officer position. A ballot will be distributed to all voting members and each member shall cast one (1) vote for each officer position. The nominee receiving the majority of the votes for each officer position shall be elected. The term of each officer shall be one (1) year, beginning on June 1st. Such officers shall hold their offices until their successors are elected and qualified, or until death, resignation or removal as herein provided. A vacancy in any office may be filled by the board for the unexpired portion of the term.

Section 4.07 Removal of Officer: An officer may be removed at any time, with or without cause, by the affirmative vote of two-thirds of the remaining directors. Absence of an officer at three consecutive board or membership meetings without written or oral explanation to the president of such absences shall be deemed to be the resignation of such director.

Section 4.08 Nominations: Nomination for the election of a director who satisfies the eligibility requirements of Article IV shall be made in writing by any member directly to the President by no later than at the April 15th. Each nominee must receive a second nomination by another HYBA member. Any individual failing to receive a second nomination will not be a nominee in the

general election. The board of directors shall close nominations on April 15th and prepare a ballot for the May annual meeting. A formal election shall not be held for those open director positions that are unopposed. In addition, the board of directors shall have the right to appoint a person to an open director position/vacancy for the remainder of that term pursuant to Article IV.

Section 4.09 Elections: When applicable, the election of a contested director position shall be conducted during the annual meeting of HYBA in May. Notice of any contested election shall be deemed sufficient if notice is posted on the league website at least two weeks in advance. Votes shall be cast by all eligible HYBA voting members present at the annual meeting, with the candidate receiving a majority vote assuming the elected position. The secret vote shall be supervised by the Secretary or a board designee.

In the event there is only one nominee for an open board position, the board of directors shall appoint the nominee to the open board position without a formal election, subject to majority approval. In the event there are two or more nominees for an open board position, the nominee with the highest vote total shall be elected to the open board position. In the event there is a tie for a contested election, the winner shall be decided by coin flip.

Prior to any vote for an open board position, a nominee may address the membership. The President may limit the duration of the address. Nominees for the same position must receive equal time.

ARTICLE V. CONFIDENTIALITY AND CONFLICT OF INTEREST POLICIES

Section 5.01 Confidentiality: A member, director, officer, or other agent of the corporation may be exposed to confidential information in the course of carrying out their responsibilities. All are expected to maintain the confidentiality of such information both during and after their association with the corporation.

Confidential information may include, but is not limited to: information about the corporation's programs; businesses and other organizations with which the corporation is involved in carrying out its exempt functions; information concerning pending operations, projects and proposals, developing programs, strategies; information about the players, coaches, or team managers or confidential communications regarding budgeting, financial performance and legal actions.

Each member, director, officer, or other agent of the corporation must conscientiously protect the confidentiality of information whether they are at work, home, or any other location. Each member, director, officer, or other agent of the corporation is expected to take reasonable precautions to safeguard confidential information and to conduct confidential discussions in private.

Section 5.02 Conflicts of Interest. A conflict of interest may exist when the interests or concerns of any member, director, officer, or other agent of the corporation, or such person's immediate family, or a business, group or organization with which such person is affiliated (hereinafter collectively referred to as an "Interested Person"), may be seen as competing with

the interests or concerns of the corporation. In addition, a conflict of interest is likely to exist when an Interested Person has a material financial interest in a contract, transaction, or any matter requiring action by the corporation. A person has a "material financial interest" in a grant, contract or transaction if that person, or that person's spouse, parents, children, sibling or the spouse of such family member will benefit financially from the contract or transaction as a party to the contract or transaction or as a partner, shareholder or owner of a firm or an officer or director of some other organization which is a party to a contract or transaction. A person does not have a material financial interest in a contract or transaction with that person's employer unless that person's compensation is based upon the amount of business done by that person's employer; provided, however, that a potential conflict of interest may still exist, and that person shall disclose his or her employer's entire interest in the contract or transaction.

Prior to any consideration of a contract or transaction in which an Interested Person may have a potential conflict of interest or which may result in an appearance of impropriety, the person who may have a potential conflict of interest or whose participation in the decision might result in an appearance of impropriety shall disclose to the Board of Directors the facts of which such person has knowledge which could result in the person having a potential conflict of interest in the contract or transaction or which could result in an appearance of impropriety.

During its discussion of the potential conflict of interest or its discussion of the matter that gives rise to the potential conflict of interest, the Board of Directors may ask the Interested Person to withdraw from the meeting. Whether a member, director, officer, employee or other agent of the corporation has a conflict of interest in a transaction or whether that person's participation in the final decision of the corporation creates an appearance of impropriety shall be resolved by a majority vote of the disinterested directors.

No Interested Person shall participate in the final decision of the corporation to enter into a contract or transaction in which that person is determined to have a conflict of interest, or whose participation in the final decision of the corporation is determined to create an appearance of impropriety.

Section 5.03 Communication of Policies. The recruitment of each new member, director, officer, employee, or other agent of the corporation shall be managed so as to require acknowledgment by such individuals of the terms of these policies regarding the confidentiality of information and conflicts of interest.

ARTICLE VI. NOTICE

Whenever under the provisions of these bylaws or other law any notice is required to be given, such notice may be given in writing by mail, by personal delivery, or by electronic communication to the person to whom notice is to be given. Any notice required by these bylaws when given by mail is deemed given when deposited in the United States mail with sufficient postage affixed.

**ARTICLE VII.
INDEMNIFICATION**

To the full extent permitted by Minnesota Statutes Chapter 317A, as amended from time to time, or by other provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever brought, whether civil, criminal or administrative, solely because he/she is or was a member, director, officer, employee or agent of the corporation, shall be indemnified by the corporation against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding. The indemnification provided by this section shall continue to a person who has ceased to be a member, director, officer, employee or agent and shall insure to the benefit of the heirs, executors and administrators of such person. To the extent permitted by law, any former or present member, director, officer, employee, trustee or agent of this corporation shall be indemnified by this corporation against expenses incurred in connection with any proceeding to which he or she is a party by reason of past or present official capacity as a member, director, officer, employee, trustee or agent.

**ARTICLE VIII.
FINANCES**

The HYBAs fiscal year shall be from July 1 to June 30 of each year.

The HYBA, its officers, directors, employees, members and any persons acting in or on its behalf, shall take no actions which may adversely affect the HYBAs tax exempt status under Section 501(c) of the Internal Revenue Code or which may otherwise violate any state or federal law.

The board of directors, except as may otherwise be required by law, the articles of incorporation or these bylaws, may authorize any officer(s) to enter into any contract or to execute and deliver any instrument or document in the name of and on behalf of the HYBA and such authority may be general or confined to specific instances.

**ARTICLE IX.
TEAMS/GAMES/ PRACTICES**

Teams:

Teams each year will be formed for grade levels in the following ways:

- a. Rookies (1st & 2nd Boys & Girls) = No more than six (6) players per team playing in the HYBA In-House Rookie Basketball Program. HYBA will place the players on teams. If possible, the boys and girls will be separate and only play against the same gender. All playing time will be equal for all players.
- b. 3rd & 4th Grade = Kids split into two or more teams if possible. Volunteer coaches shall decide on the split of the teams. If the coaches cannot come to an agreement on the split, they will meet with at least one (1) HYBA Board Member and hold a draft. A coin flip will determine which coach selects first. Coaches of each team will

attend the Arrowhead Youth Basketball League meeting to schedule their own games. All playing time will be equal for all players.

4th graders will be offered the opportunity to play tournament ball during the second half of the season. If more than 10 players have interest, there may be an evaluation done by HYBA to select 10. Every effort should be made to keep all players who register for this team as it builds interest in competitive teams for the future.

- c. 5th & 6th Grade = There will be one Tournament Team and one Arrowhead Team whenever possible. There must be a minimum of eight (8) players on the Tournament Team, however, every effort should be made to have ten (10) players on the Tournament team. The Tournament team will be selected through an evaluation or tryout process by the Varsity coaching staff, HYBA, or other individuals not associated with that age group. The Tournament teams will play in Great Northwest Basketball League games as well as other tournaments. The Arrowhead team will play only in Arrowhead games and tournaments. All playing time will be equal for all players on the Arrowhead Teams. Every Tournament Team player will play in both halves of each game; however, equal playing time is not required. Arrowhead team coaches will attend the Arrowhead Youth Basketball League meeting to schedule their own games. HYBA will schedule games through the GNBL as well as Association or MYAS tournaments for the Tournament Teams. Whenever possible, HYBA will try to have all 5th – 8th Grade Tournament Teams attend the same tournaments. If there are ten (10) or fewer players who register for the Tournament Team during the registration process, those ten players will be the rostered Tournament Team and there will not be an evaluation. Players who do not attend Hermantown Schools will only be allowed on a Tournament Team if there are fewer than 10 Hermantown students registered.
- d. 7th & 8th = There must be a minimum of eight (8) players on the Tournament Team, however, every effort should be made to have ten (10) players on the Tournament team. The Tournament team will be selected through an evaluation or tryout process by the Varsity coaching staff, HYBA, or other individuals not associated with that group. Players cut from the Tournament Team have the opportunity to play Middle School Ball through the school district. Tournament Team players may also play School Ball through the school district. Every Tournament Team player will play in both halves of each game; however, equal playing time is not required. The Tournament teams will play in Great Northwest Basketball League games as well as other tournaments. HYBA will schedule games through the GNBL as well as Association or MYAS tournaments for the Tournament Teams. Whenever possible, HYBA will try to have all 5th – 8th Grade Tournament Teams attend the same tournaments. If there are ten (10) or fewer players who register for the Tournament Team during the registration process, those ten players will be the rostered Tournament Team and there will not be an evaluation.

Evaluation Process:

- a. We will have two (2) evaluation sessions. The Varsity coaching staff will be used whenever possible. If the varsity coaches prefer to attend only one (1) of the sessions, a board member or members not affiliated with the team being evaluated will run the second session and submit their recommendations.

Practices:

- a. Rookies will practice for one (1) hour each the first three Saturday's of the season. Weeks four (4) through the remainder of the season will include a ½ hour practice followed by a game.
- b. All Arrowhead Teams will practice at least once per week for one hour. Every effort should be made to have them practice twice per week for one hour each.
- c. 5th & 6th Grade Tournament Teams will practice at least twice per week for at least an hour.
- d. 7th & 8th Grade Tournament Teams that are also playing School Ball will practice once per week for 1-1½ hours if they have a Tournament the following weekend. If a coach would like an extra practice, we will work with him/her to find gym time that week, but we should not allow it to become a regular occurrence. The one practice rule is in place to prevent "Burn out" for our athletes. If teams are not playing School Ball they will practice at least twice per week for at least an hour.

**ARTICLE X.
COACHES**

If two (2) or more people volunteer to be a Head Coach of a team HYBA will give preference to any coach whose son or daughter attends a Hermantown School. If all coaches' kids attend Hermantown HYBA will contact the volunteer coaches to determine whether one (or more) are willing to be an Assistant Coach rather than the Head Coach. If coaches can not decide, HYBA will select the Head and Assistant Coaches.

Someone can only be the Head Coach of one (1) team in the organization.

There will be no more than one (1) Head Coach, two (2) Assistant Coaches, and one (1) team manager on any given team.

The Head Coach will determine who any assistant coaches will be. He or She may choose to have no assistant coach as well.

All coaches (both Head and Assistant) will be required to pass a background check and sign the HYBA Coaches Code of Conduct prior to taking part in any practices, games, or other activities where they could be around players.

**ARTICLE XI.
AMENDMENT**

These bylaws may be amended upon the affirmative vote of two-thirds of the directors present at a meeting at which a quorum is present, after notice as provided in Section 2.03, together with a copy of the proposed amendments, has been given to all directors.