

By-Laws of Bloomington Jefferson Girls Traveling Basketball

Article 1 Name and Location

Section 1.01. Name. The name of the corporation shall be Bloomington Jefferson Girls Traveling Basketball Association (JGTBA). The JGTBA is a non-profit corporation under the Non-Profit Corporation Law of Minnesota. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 1.02. Purpose. The purpose of the JGTBA shall be to improve the individual and team basketball skills and to provide a high level of basketball competition for girls in grades 3 through 8 who by their residence in the Bloomington Jefferson High School attendance area or other circumstances are potential candidates to play basketball for Bloomington Jefferson High School. JGTBA will provide an experience which teaches fundamental basketball skills, team play, good sportsmanship, and prepares players for competitive high school basketball.

Section 1.03. Principal Office/Address. Its principal office/address shall be located at PO Box 385225, Bloomington, Minnesota, 55438.

Section 1.04. Other Offices. Other offices for the transaction of business shall be located at such places as the Board of Directors may from time to time determine.

Section 1.05. Web Site. The JGTBA shall maintain an internet web site at address www.jgtba.org.

Article II Membership

Section 2.01. Qualifications. All parents/guardians of team players and head coaches shall be members of the JGTBA. Any member may be expelled or removed from this corporation, upon a two-thirds (2/3) vote of the Executive Board.

Section 2.02. Annual Meetings. A general membership meeting will be held annually, at the beginning of the basketball season. At this meeting directors shall be elected for the coming year and members shall be added or approved pursuant to the provisions of these By-Laws. Members shall also consider such other business as may properly come before the meeting, including a review of the past year's activities.

Section 2.03. Special Meetings. Special meetings of the membership may be called by two-thirds (2/3) vote of the Board of Directors or by two-thirds (2/3) vote of the then existing membership.

Section 2.04. Notice of Meeting. The notice of meeting shall include the time, date, and place of the meeting and is posted on the JGTBA website. The notice of the annual meeting shall also announce that the Board of Directors is receiving nominations for Directors, and that those having an interest in so

serving shall submit their name to an Association officer.

Section 2.05. Quorum: Required Vote. Except as otherwise provided in these By-Laws, a quorum for the transaction of business at any meeting of the membership shall consist of no less than two-thirds (2/3) of the Board. The act of a majority of the members present at a meeting which a quorum is present shall be the act of the membership.

Section 2.06. Voting. Members of the corporation shall have the right to vote at all meetings of the members whether regular or special.

Article III Directors

Section 3.01. Membership and General Powers. The business of the corporation shall be managed by the Board of Directors, which shall have an odd number of persons.

Section 3.02. Special Meetings. Special meetings of the Board of Directors may be called by the President or by any member, and shall be held from time to time at such time and place as may be designated in the notice of such meeting.

Section 3.03. Notice of Meetings. Notice of each regular meeting of the Board of Directors shall be given by the president by email or by any other reasonable means at least three (3) days prior to the meeting. Notice of the annual meeting shall also be provided on the home page of the JGTBA web site. Notice of special meetings shall be given to each director at least twenty-four (24) hours in advance by the president or secretary by email or by any other reasonable means.

Section 3.04. Quorum Required Vote: Manner of Voting. Except as otherwise provided in the By-Laws, a quorum for the transaction of business at any meeting of the directors shall consist of two-thirds (2/3) of the entire membership of the Board, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board. On any matter for which a specified vote is required by these By-Laws, a quorum shall consist of the number of directors necessary to take the particular action. The affirmative vote of a quorum of the entire membership of the board shall be required for the election of officers, the approval of the annual budget, the designation of the principal members of the staff, if any, and the filling of vacancies on the Board of Directors.

Section 3.05. Method of Selection. Directors shall be elected by a majority vote of the general members at the annual meeting of the membership. At the annual meeting of the general members, the board shall consider and propose as nominees, all candidates. Board members elected at the annual meeting shall take office immediately upon expiration of the terms of their predecessors in office.

Section 3.06. Removal. 1) Any occupied seat on the Board of Directors may be declared vacant by a two thirds (2/3) vote at any annual, regular or special meeting of the board. 2) An occupied seat on the board may be declared vacant if that board member misses three board meetings in a row without a valid excuse or for misconduct. Prior to removal all members of the board should have received seven (7) days notice of such proposal to declare a seat vacant. Delegation of such a vacancy shall constitute a removal of the director holding such seat.

Section 3.07. Executive Committee. The Board of Directors, by a majority vote of the quorum membership of the board, may establish an executive committee consisting of three (3) or more directors. Such committee may meet at stated times or on notice to all members. During the Intervals between meetings by the Board of Directors, such committee shall advise and aid the Officers of the corporation in all matters concerning the business and affairs of the corporation and generally perform such duties and exercise such powers as may be directed or deleted by the Board of Directors from time to time. The Board of Directors may, by a majority vote of the entire membership of the Board, delegate to such committee authority to exercise all the powers of the Board of Directors, except those actions requiring the vote of at least two-thirds (2/3) of the entire membership of the board, while the Board of Directors is not in session. Vacancies in the membership of the committee shall be filled by the Board of Directors at a regular meeting or at a special meeting called for that purpose. A quorum for transaction of business shall consist of a majority of the executive committee. It is recommended but not mandated that no spouse of a head coach be on the Executive Committee.

Section 3.08. Other Committees. The Board of Directors may establish other committees from time to time making such regulations as it deems advisable with respect to the membership, authority and procedures of such committees. These committees need not be composed of members of the board or the corporation, and shall endure only for the length of time specified in the resolutions creating them, or until a specific function of those resolutions directing them to perform is completed. Unless otherwise provided in the resolutions designating a committee, a majority of the whole committee shall constitute a quorum, and the majority vote of the members of the committee present at a meeting shall be sufficient to take any action. All committees shall render reports of their activities to the full Board of Directors. In the event the Board of Directors authorizes and appoints an advisory committee to the Board, it shall be subject to the provisions of this Section.

Section 3.09. Other Appointed Positions. The President can appoint general members to other roles if needed to facilitate the purpose of JGTBA. Examples could include but are not limited to the following: Scheduling Coordinator, Tournament Concessions Coordinator, Tournament Volunteer Coordinator and Varsity Liaison. Some appointed positions may be co-lead: for example “co-concessions coordinator” or “co-tournament director”.

Section 3.10. Written Action. Any action which might be taken at a meeting of the Board of Directors, or any duly constituted committee thereof, may be taken without a meeting if done in writing and signed by all the director or committee members.

Section 3.11. Expiration. Unless renewed by the general members, the terms of all board members expire at the end of the annual meeting.

Article IV Officers

Section 4.01. Titles, Qualifications. The officers of the corporation shall be a President, Vice President/Tournament Director, Vice President/Equipment, Secretary/Communications Director, and Treasurer, and such other officers and agents as may from time to time be elected by the Board of Directors. No person shall hold two (2) officer positions at the same time. It is recommended that each grade level have at least one representative as an officer on the Board.

Section 4.02. Term of Office and Qualifications. The Officers shall hold office for said one (1) year minimum term or until their successors are duly elected and qualified. The Board of Directors are volunteers and are not compensated.

Section 4.03. Removal and Vacancies. Any Officer may be removed from office by the vote of two-thirds (2/3) of the entire membership of the Board of Directors, with or without cause, and no Officers shall be granted any contractual right to office. If there is a vacancy among the officers of the corporation by reason of death, resignation or otherwise, such vacancy may be filled for the unexpired term by the Board of Directors.

Section 4.04. President. The President shall be the chief executive officer of the corporation with the primary responsibility for government and community relations, for community services, and for program expansion. The President shall preside at all meetings of the membership and see to it that all orders and resolutions of the Board of Directors are carried into effect. The President shall be a member ex-officio of all committees. The President shall have all powers necessary to execute legal documents to make deposits in or withdrawals from corporate accounts, to hire or fire employees and, in general, shall perform all duties usually incident to the office of President or necessary to the discharge of the duties of the office. The President shall have such other duties as may from time to time be prescribed by the Board of Directors. The President is responsible for community outreach including the role of working in regular communication with the High School Varsity coach. The President shall create an agenda, pursuant to the order set forth in Section 8.05, to include all items suggested by board members and distribute to the Board of Directors at least three (3) days before each meeting.

Section 4.05. Vice President/Tournament. The Vice-President(s) shall perform the duties of President in the event of absence or inability to act. In addition, the Vice President shall have such powers as may be assigned to him/her by the President or by the Board of Directors from time to time. The tournament Vice President shall plan and supervise arrangements for the JGTBA Tournament and any other tournaments the board approves.

Section 4.06. Vice President/Equipment. The Vice President shall have such powers as may be assigned to him/her by the President or by the Board of Directors from time to time. The equipment Vice President shall procure equipment and uniforms and arrange for storage, maintenance, and distribution of equipment and uniforms for each team.

Section 4.07. Secretary – Communications Director. The Secretary shall be secretary of the meetings of the members and the Board of Directors and shall record all proceedings of such meetings in the minutes book of the corporation. The Secretary shall be responsible for overseeing the administrative

records maintained by the Board of Directors and by all committees, officers, and employees of the corporation and shall see to it that all minutes of the meetings are kept. The

secretary is also responsible for the maintenance of the website and for communication with players and parents. The Secretary shall perform such other duties as may from time to time be prescribed by the Board of Directors or the President.

Section 4.08. Treasurer. The Treasurer shall cause to be kept accurate accounts of all monies of the corporation, received or disbursed, and shall render to the president and the directors, whenever required, an account of the financial condition of the corporation and shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the President. The Treasurer shall be responsible for supervising the receipt, deposit and disbursement of the funds of the corporation in accordance with the policies established by the Board of Directors.

The Treasurer, or the Treasurer's designee, shall regularly inspect the JGTBA mail box and voice mail box and distribute the materials and messages accordingly.

Section 4.09. Other Officers. From time to time the Board of Directors may elect other officers to perform the duties that become necessary to the management of the corporation and accordingly fix their tenure and compensation, if any. The board is also authorized to hire paid coaches or other paid employees as deemed necessary.

Article V

Seal, Books and Records, Audit, Fiscal Year

Section 5.01. No Seal. The corporation shall have no seal.

Section 5.02. Books and Records. The Board of Directors of the corporation shall cause to be kept:

- (1) Correct and complete books of the account; and
- (2) Minutes of proceedings of meetings of members, the Board of Directors, and committees having any authority of the Board of Directors.

Section 5.03. Audit. The Board of Directors shall cause the records and books of account of the corporation to be independently audited on a bi-annual basis.

Section 5.04. Examination by Members and Directors. Every member or director of the corporation shall have a right to examine by person or by agent or attorney, at any reasonable time or times, for any proper purpose, and at the place or places where usually kept, all books and records of the corporation and to make extracts there from.

Section 5.05. Information to Members and Directors. Upon request by a member or director of the corporation, the corporation shall furnish the requestor a statement showing the financial results of all operations and transactions affecting income and surplus during the corporation's last annual accounting period and a balance sheet containing a summary of its assets and liabilities as of the closing date of such accounting period.

Article VI Parliamentary Procedure

Section 6.01. The meetings of the membership of the corporation as well as the meetings of the Board of Directors and the standing committees shall be governed by Roberts Rules of Order Revised.

Article VII Amendment

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Section 7.01. These By-Laws may be amended, altered, or repealed and new By-Laws may be adopted by the vote of two-thirds (2/3) of the members, at any meeting provided that written notice of such proposed amendment shall have been given in the notice of meeting.

Section 7.02. The Articles of Incorporation may be amended, altered, repealed, or substituted for, and new articles adopted as provided by law.

Article VIII Miscellaneous

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Section 8.01. Fiscal Year. The fiscal year of this corporation shall end on April 30.

Section 8.02. Corporate Books. All proper and necessary books of account and other books requisite to a full and complete record of the business transactions by the corporation shall be kept in such manner as is usual in like corporations or as shall be directed by the Board of Directors.

Section 8.03. Checks, Drafts, Etc. All checks, drafts or other order for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by the 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.

Section 8.04. 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.

Section 8.05. Order of Business. The recommended order of business for meetings is:

- A. CALL TO ORDER AND ROLL CALL
- B. ADOPT AGENDA
- C. CONSENT AGENDA
- D. APPROVAL OF MINUTES
- E. PRESENTATIONS/HEARINGS/RECOGNITIONS/PROCLAMATIONS
- F. FINANCIAL
- G. OLD BUSINESS
- H. NEW BUSINESS
- I. OTHER BUSINESS

- J. NEXT MEETING DATE
- K. ADJOURNMENT

Section 8.06. Limitations. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article First hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 8.07. Dissolution of Corporation. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Adopted this 28th day of May 2014.

JGTBA President, Anne Loughrey