

BY-LAWS of
SODERVILLE ATHLETIC ASSOCIATION

ARTICLE I

OFFICES

Section 1. OFFICES: The registered offices of the corporation shall be in the city of Ham Lake, County of Anoka, State of Minnesota, and the corporation shall have other offices at such places as the Board of Directors may, from time to time, determine.

ARTICLE II

MEMBERSHIP

Section 1. Membership in this association shall be open to the following, as classified:

- a. INDIVIDUAL MEMBERSHIP: All persons 18 years or older who have registered one(1) or more members of their family in a Soderville Athletic Association program. There shall be no other limitation on Individual Membership.
- b. SUSTAINING MEMBERSHIP: Sustaining Membership shall be open to all firms, organizations, and individuals who desire to support this association.
- c. VOTING MEMBERSHIP: The Board of Directors.
All head coaches of Soderville Athletic Association programs during the current fiscal year.
All assistant coaches who are now, and have been currently active for two(2) or more consecutive years. Limit of one(1) assistant coach per team.

- AMENDED; March 11, 1980
- d. LEAGUE VOTING MEMBERSHIP & GENERAL VOTING MEMBERSHIP
Includes anyone who is present.

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e. OTHER MEMBERSHIP: The Board of Directors shall have the power to create categories of Associate, Junior, and Honorary Membership, which in its discretion are advisable and extend such privileges as it deems advisable.

Section 2. ANNUAL DUES: The annual dues of the individual members shall be covered as a part of individual program registration. Dues of sustaining members shall be in accordance with their interest in supporting the association.

Section 3. PROOF OF MEMBERSHIP: Proof of Individual Membership can consist of a receipt for sustaining membership contribution or for program enrollment.

ARTICLE III

MEMBERSHIP MEETINGS

Section 1. PLACE: All meetings of the membership shall be held at such place as is determined by the Board of Directors.

Section 2. ANNUAL MEETING: The annual meeting of the members shall be held on the second Tuesday of March of each year.

AMENDED; March 11, 1986

The annual meeting of the members shall be held on the second Tuesday of September of each year.

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AMENDED; September 12, 1988

The annual meeting of the members shall be held on the second Tuesday of March of each year.

Section 3. SPECIAL MEETING: Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, shall be called by the President, or shall be called by the President and Secretary at the request of a majority of the Board of Directors, or at the request of, in writing, ten(10) members entitled to vote at

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such meeting. Such call shall state the purpose or purposes of the proposed meeting, and business transacted at all special meetings shall be confined to proposes stated in the call.

Section 4. NOTICE OF ANNUAL MEETING: Notice of annual meeting and agenda of same shall be published in the Anoka County Union, seven(7) days prior to the annual meeting.

Section 5. NOTICE OF SPECIAL MEETING: Written notice of a special meeting of members, stating the time, place, and object thereof, shall be mailed to the last known address of such members, postage prepaid, at least three(3) days before such meeting to each member entitled to vote thereat.

Section 6. OPTIONAL NOTICE: In lieu of the notice provided in Section 4 and Section 5, notice of the annual or special meeting may be inserted in a local newspaper at least seven(7) days prior to such meeting.

Section 7. QUORUM: The presence at any meeting in parson of three(3) of the members entitled to vote thereat shall constitute a quorum for the transaction of business. If, however, such number shall not be present in person at any meeting, those present shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until the requisite number of members shall be present.

Section 8. VOTING: At each meeting of the membership, qualified members shall be entitled to one(1) vote and all sustaining members shall be entitled to one(1) vote per organization or association, exercisable by representative of said sustaining member. There shall

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be no voting by proxy. Upon demand of any voting member, the vote for Directors, or the vote upon any question before the annual meeting, shall be by ballot. All elections shall be had and all questions decided by a majority vote except as otherwise required by statute.

ARTICLE IV

BOARD MEETINGS

Section 1. ELECTION OF DIRECTORS: The management and business of this corporation shall be vested in a Board of Directors consisting of five(5) members who shall be elected at the annual membership meeting by a majority vote. Each Director so elected shall serve for a term of five(5) years or until his successor has been elected and qualified, except that beginning in the year 1975 and continuing thereafter, one(1) new director a year will be elected, replacing a board member whose term has expired. If the office of any Director becomes vacant for any reasons of death, resignation, retirement, disqualification, removal from office, or otherwise, the Directors then in office even if less than a quorum, by a majority vote, may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.

AMENDED: March 11, 1980

Board of Directors consisting of a minimum of six(6) members and a maximum of nine(9) members. Each Director so elected shall serve for a term of three(3) years. Also, a Board of Director member must have one(1) year of experience in the Soderville Athletic Association to be elected.

AMENDED: March 12, 1985

Board of Directors increased from 9 to 11 members.

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Section 2. RESIDENCY REQUIREMENTS: Board members must be residents of Ham Lake or adjacent communities served by the Soderville Athletic Association. The city of Ham Lake must have a minimum of three(3) members serving on the board.

AMENDED, March 11, 1990
Board members must be residents of communities served by the Soderville Athletic Association.

Section 3. NOTICE OF ANNUAL MEETING: The regular annual meeting of the Board shall be held without notice at the time and immediately following the adjournment of the annual membership meeting, for the purpose of election of officers for the ensuing year and to transact such other business as may properly come before it.

Section 4. NOTICE OF REGULAR MEETING: Regular meetings of the Board shall be held without notice at such times as a majority of the members of the Board may from, time to time, determine.

Section 5. NOTICE OF SPECIAL MEETING: Special meetings of the Board may be called by the President of the Board at any time and shall be called whenever requested to do so by any member of the Board. Notice of special meetings may be given to each Director personally or by mail at least three(3) days prior to the meeting. A special meeting may be called without notice to the Directors if a full Board convenes and all agree to the holding of the meeting at such time and place and waive all rights of notice thereof. Any action which might be taken at a meeting of the Board of Directors may be taken without a meeting if done in writing, signed by all of the Directors.

Section 6. QUORUM: 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

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

Section 7. ORDER OF BUSINESS: The Board of Directors may, from time to time, determine the order of business at their meetings.

ARTICLE V

POWERS OF DIRECTORS

Section 1. TRANSFER OF ASSETS TO CORPORATION: The Board of Directors shall have the authority to approve and accept all property and facilities to be turned over to the corporation.

Section 2. EMPLOYEES: The Board of Directors shall have the power to appoint and remove at pleasure all agents and employees of the corporation, prescribe their duties, fix their compensation, and require from them security or a fidelity bond for faithful performance of the duties to be prescribed for them. It shall be the duty of the Board to supervise all agents and employees of this corporation and to see that their duties are properly performed.

Section 3. ATHLETIC PROGRAMS AND COMMITTEES: The Board of Directors may establish or remove athletic programs or committees, provide rules and regulations therefore, and appoint chairman thereof as it may, from time to time, deem necessary.

Section 4. OTHER POWERS: In addition to the powers and authority conferred upon them by this and the other Articles of 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 of these By-Laws by the Articles of Incorporation, or by statute.

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ARTICLE VI

OFFICERS

Section 1. EXECUTIVE OFFICERS: The Board of Directors, at its first meeting following the annual meeting of the membership, shall elect from it's own number, a President, Director of Operations/Planning, and Secretary/Treasurer, who shall hold office for one(1) year or until their successors are chosen and qualify in their stead.

AMENDED, January 8, 1987

Amended by unanimous vote of Board of Directors to create two(2) separate positions from present joint Secretary/Treasurer position. One officer as Secretary and one officer as Treasurer.

Section 2. OTHER OFFICERS: 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 shall be determined, from time to time, by the Board.

Section 3. PRESIDENT: The President shall be the chief executive officer of the corporation. He shall preside at all meetings of the membership and directors. He 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.

Section 4. DIRECTOR OF OPERATIONS/PLANNING: The Director of Operations and Planning shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors shall prescribe.

Section 5. SECRETARY/TREASURER: The Secretary/Treasurer shall attend all sessions of the Board of Directors and all meetings of the members and record all votes and the minutes of all proceedings in a book kept for

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that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors and shall perform such other duties as prescribed by the Board of Directors. The Secretary shall keep in safe custody the seal of the corporation, and when authorized by the Board, affix the same to any instrument requiring it. The Treasurer shall have the custody of the corporation 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 to the credit of the corporation, in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse funds of the corporation as may be ordered by the Board, taking the proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meeting of the Board, or whenever they may require it, an account of all the transactions as Treasurer and of the financial condition of the corporation.

Section 6. VACANCIES: If the office of any executive officer becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, the Directors then in office, although less than a quorum, by a majority vote, may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VII

CORPORATION RECORDS

Section 1. RECORDS: The Board of Directors shall keep a complete record of all their minutes and acts, and of the proceedings of the meetings,

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and present a full statement at the regular annual meeting of the members, showing in detail the assets and liabilities of the corporation.

ARTICLE VIII

FINANCES

Section 1. CHECKS: All disbursements of the association by check shall signed by either the President or the Treasurer for amounts of less than \$100.00 and by both the President and the Treasurer for expenditures of \$100.00 and over. All disbursements of expenditures over \$500.00 must be approved by the Board of Directors