

**SECOND AMENDED AND RESTATED
BYLAWS
OF
SHAKOPEE BOYS BASKETBALL ASSOCIATION**

NAME, PURPOSE AND OFFICE

SECTION 1.1 Name, Affiliation and Purpose. Shakopee Boys Basketball Association is a Minnesota Non-Profit Corporation organized under Minnesota Statutes Chapter 317A ("Organization"). The Organization is established as a non-profit educational organization engaged in the support of youth boys basketball and in the organization of interscholastic, in-house and tournament boys basketball competition.

SECTION 1.2 Place of Business. The Organization's registered place of business is 213 Kiso Avenue, Shakopee, MN 55379. The mailing address for the Organization is P.O. Box 223, Shakopee, MN 55379.

SECTION 1.3. Effective Date. The effective date of these Amended and Restated Bylaws shall be _____, 2021.

MEMBERSHIP

SECTION 2.1. Members. Any parent or legal guardian of a student athlete participating in the Organization grade 3 through 8 travelling or in-house youth basketball programs, in an Organization sanctioned recreational league for grades 9 through 12, or in the Shakopee High School Boys Basketball program and who is accepted by the Board of Directors for membership in the Organization or an individual who demonstrates and pledges to support the purpose of the Organization and is accepted by the Board of Directors for membership in the Organization shall become a Member of the Organization. Only those Members in attendance at a Member meeting shall have voting rights in the Organization. Each Member shall be entitled to cast one vote at meetings of the members as described more fully herein.

SECTION 2.2. Membership Term. Those individuals eligible for membership and accepted as Members by the Board of Directors shall remain Members for a period of one year, more or less, starting with the acceptance of the membership list as set forth in in Section 3.2. Those Members so accepted shall be Members until the following year membership list certification unless they (a) resign in writing, (b) are no longer eligible for membership, or (c) are removed as Members.

SECTION 2.3 Removal; resignation. Any Member may at any time be expelled, suspended, or terminated pursuant to this section. Any Member may resign at any time by giving written notice to the President or the Secretary. The resignation shall be effective without acceptance when the notice is received by the President or the Secretary, unless a later effective date is specified in the notice. A Member may be removed pursuant to the following procedure: (a) the Member is provided not less than 15 days' prior written notice of the expulsion, suspension, or termination, and the reasons for it; and (b) the Member is provided an opportunity to be heard, orally or in writing, not less than five days before the effective date of the expulsion, suspension or termination by the Board of Directors; and (c) upon an affirmative vote of the Board of Directors.

MEETINGS OF THE MEMBERS

SECTION 3.1. Annual meeting. The annual meeting of the Members for the purpose of electing Directors, electing Officers and appointing Committee Members of the Organization and transacting such other business as may properly come before the meeting shall be held at the time and place, within or without the

State of Minnesota designated from time to time by the Board of Directors. The annual meeting shall be held annually not later than May 31.

SECTION 3.2. Membership Acceptance and List. After fixing the record date for a meeting of Members the Organization shall prepare an alphabetical list of the names, addresses, and number of votes for each member. The membership list shall be accepted by the Organization upon an affirmative vote of the Board of Directors at least ten (10) days prior to the annual meeting. The membership list shall be available at the meeting of the Members.

SECTION 3.3 Special Meetings. Meetings of the Members may also be called at any time (a) by the Board of Directors, or (b) if at least 50 Members with voting rights or 10 percent of the Members whichever is less sign, date, and deliver to the President or Treasurer a demand for a special meeting stating the purpose of the special meeting. The Board of Directors shall then set the time and place and provide notice for the special meeting which shall be held within 30 days of receipt of the written demand. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting.

SECTION 3.4 Notice of meetings. Notice of each meeting of the Members for which notice is required, and of each annual meeting, stating the time and place thereof, shall be given to all Members by electronic communication or in person at least two days before the meeting, or shall be mailed to each Member at least five days before the meeting. All notices not given in person shall be sent to the member at his or her postal or electronic address according to the latest available records of the Organization. Attendance at a meeting is deemed a waiver unless the Member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the Member does not participate in the meeting.

SECTION 3.5 Quorum and voting. The presence of at least five (5) Members constitutes a quorum at any meeting thereof, but the members present at any meeting, although less than a quorum, may adjourn the meeting from time to time. Participation in a meeting by any means of communication through which the person, other persons participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting constitutes presence in person at the meeting. If a quorum is present when a duly called meeting is convened, the Members present may continue to transact business until adjournment, even though the withdrawal of one or more Members leaves less than the number otherwise required for a quorum. At all meetings of the Members, each Member is entitled to cast one vote on any question coming before the meeting. A majority vote of the Members present at any meeting, if there be a quorum, is sufficient to transact any business, unless a greater number of votes is required by law or these Bylaws. A Member may not appoint a proxy for himself or herself or vote by proxy at a meeting of the Members. A Member who is present at a meeting of the Members when an action is taken is presumed to have assented to the action unless the member votes against the action, affirmatively abstains from taking action, or is prohibited from voting on the action.

DIRECTORS

SECTION 4.1 Powers. The Directors of the Organization shall constitute its governing board and shall have such powers and authority as shall be conferred upon them by the Articles of Incorporation, the Bylaws, and the statutes of the State of Minnesota under which this Organization is organized.

SECTION 4.2 Number and method of election. The Board of Directors of this Organization shall consist of no fewer than five (5), but not more than eleven (11), persons, and, subject to such limitation, the number of Directors may be designated from time to time by resolution of the Board of Directors acting by not less than a majority of the Directors then in office. At the annual meeting, the Members shall elect Directors who shall hold office until his or her successor is elected and has qualified, or until his or her earlier death, resignation,

removal or disqualification. To be eligible to serve as a Director, an individual must be a Member of the Organization.

SECTION 4.3 Terms. Except as otherwise provided in Section 3.2, each Director of this Organization shall be elected to serve for a term of three (3) years. Subject to the provisions of Sections 3.2 and 3.4, each Director's term of office shall begin at the conclusion of the meeting at which Director was elected and shall continue until the conclusion of the annual meeting of the Members in the third year of the Director's term, and, unless the Members have determined that a successor will not be elected, until his or her successor has assumed office; or until the Director's prior death, resignation or removal. The Directors shall be divided into three classes as nearly equal in number as possible, so that the terms of office of approximately one-third of the Directors expire each year. Nothing herein shall be construed to prevent the election of any Director to succeed himself or herself. There shall be no limit on the number of terms to which an individual may be elected as a Director.

SECTION 4.4 Removal; resignation; vacancies. Any Director may at any time be removed with or without cause by the Board of Directors. Any Director may resign at any time by giving written notice to the President or the Secretary. The resignation shall be effective without acceptance when the notice is received by the President or the Secretary, unless a later effective date is specified in the notice. Any vacancy occurring because of the death, resignation or removal of a Director may be filled by a person elected by the Board of Directors for the unexpired term of such Director. Any vacancy resulting from an increase in the number of Directors may be filled by a person elected by the Board of Directors for a full term of office unless the Board of Directors designates a shorter term of office. Any vacancy occurring on the board may be filled by the affirmative vote of a majority of the remaining Directors, even though less than a quorum. Vacancies on the Board of Directors resulting from newly created Directorships may be filled by the affirmative vote of a majority of the Directors serving at the time of the increase.

MEETINGS OF THE BOARD OF DIRECTORS

SECTION 5.1 Annual meeting. The annual meeting of the Organization for the purpose of electing Directors and officers of the Organization and transacting such other business as may properly come before the meeting shall be held at the time and place, within or without the State of Minnesota designated from time to time by the Board of Directors. The annual meeting shall be held annually in the month of May.

SECTION 5.2 Regular meetings. Regular meetings of the Board of Directors may be held at such time and place as, either within or without the State of Minnesota, as may be designated from time to time by the Board of Directors and at least quarterly.

SECTION 5.3 Special Meetings. Meetings of the Board of Directors may also be called at any time (a) by the President, (b) by the Board of Directors, or (c) upon the request of three or more Directors. Anyone entitled to call a meeting of the Board of Directors may make a written request to the Secretary to call the meeting, and the Secretary shall give notice of the meeting, setting forth the time, place and purpose thereof, to be held between five and thirty days after receiving the request. If the Secretary fails to give notice of the meeting within two days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place of the meeting and give notice in the manner hereinafter provided. The Board of Directors shall meet at least four times each year (including the annual meeting). The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting.

SECTION 5.4 Notice of meetings. Notice of each meeting of the Board of Directors for which notice is required, and of each annual meeting, stating the time and place thereof, shall be given to all Directors by electronic communication or in person at least two days before the meeting, or shall be mailed to each Director

at least five days before the meeting. All notices not given in person shall be sent to the Director at his or her postal or electronic address according to the latest available records of the Organization. Any Director may waive notice of a meeting before, at or after the meeting, orally, in writing, by electronic communication, or by attendance. Attendance at a meeting is deemed a waiver unless the Director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the Director does not participate in the meeting.

SECTION 5.5 Quorum and voting. The presence of a majority of the Directors then in office constitutes a quorum at any meeting thereof, but the Directors present at any meeting, although less than a quorum, may adjourn the meeting from time to time. Participation in a meeting by any means of communication through which the person, other persons participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting constitutes presence in person at the meeting. If a quorum is present when a duly called meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal of one or more Directors leaves less than the number otherwise required for a quorum. At all meetings of the Board of Directors, each Director is entitled to cast one vote on any question coming before the meeting. A majority vote of the Directors present at any meeting, if there be a quorum, is sufficient to transact any business, unless a greater number of votes is required by law or these Bylaws. A Director may not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Directors. A Director who is present at a meeting of the Board of Directors when an action is taken is presumed to have assented to the action unless the Director votes against the action, affirmatively abstains from taking action, or is prohibited from voting on the action.

SECTION 5.6 Action without a meeting. Any action that could be taken at a meeting of the Board of Directors may be taken by written action signed by the number of Directors that would be required to take the same action at a meeting of the Board of Directors as which all Directors were present. A Director may consent to an action by affixing his or her signature on a document setting forth the action or by electronic communication. The written action shall be effective when signed by the required number of Directors, unless a different time is provided in the written action.

SECTION 5.7 Meetings held using remote communication. A Director may participate in a meeting of the Board of Directors by means of conference telephone or, if authorized by the Board of Directors, by such other means of remote communication, in each case through which that Director, other Directors so participating, and all Directors physically present at the meeting may communicate with each other on a substantially simultaneous basis. Participation in a meeting by remote communication constitutes presence at the meeting.

OFFICERS

SECTION 6.1 Designation and term. The officers of this Organization include a President, a Secretary, and a Treasurer. This Organization may also have one or more Vice Presidents and such other officers as the Board of Directors may from time to time determine. Officers shall serve in such capacity as elected by the Board of Directors at its annual meeting to serve for terms of one year and until their respective successors are elected and have qualified, and may at any time be removed by the Board of Directors with or without cause. Any officer may resign at any time by giving written notice to the President or the Secretary. The resignation shall be effective without acceptance when the notice is received by the President or the Secretary, unless a later effective date is specified in the notice. The same person may hold more than one office at the same time, except the offices of (a) President and Vice President, b) President and Secretary, and (c) President and Treasurer. Officers shall be selected from among the Directors of this Organization and two or more members of the same immediate family members may not hold officer positions simultaneously. There shall be no limit on the number of terms in which a Director may serve as an officer of the Organization.

SECTION 6.2 President. The President is the chief executive officer of this Organization. He or she shall: (a) have general active management of the business of this Organization; (b) when present, preside at meetings of the Board of Directors; (c) see that orders and resolutions of the Board of Directors are carried into effect; (d) have the authority to sign and deliver in the name of this organization deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of this Organization, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation, the Bylaws or the Board of Directors exclusively to one or more other persons; and (e) perform such other duties as are prescribed by the Board of Directors.

SECTION 6.3 Vice Presidents. One or more Vice Presidents may be elected by the Board of Directors. During the absence or disability of the President, it shall be the duty of the highest ranking Vice President who is present at the time and able to act, to perform the duties of the President. The determination of who is the highest ranking of two or more persons holding the same office shall, in the absence of specific designation of order of rank by the Board of Directors, be made on the basis of the earliest date of election, or, in the event of simultaneous election, on the basis of the longest continuous service as an officer or Director of this Organization.

SECTION 6.4 Secretary. The Secretary shall perform or properly delegate and oversee the performance of the following duties: (a) provide for the keeping of accurate minutes of all meetings of the Members and of the Board of Directors; (b) be responsible for the custody of the records, documents and papers of this Organization; and (c) provide for the keeping of proper records of all transactions of this Organization. The Secretary shall have and may exercise any and all other powers and duties pertaining by law, regulation or practice to the office of Secretary, or imposed by these Bylaws. The Secretary shall perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

SECTION 6.5 Treasurer. The Treasurer shall perform or properly delegate and oversee the performance of the following duties: (a) keep accurate financial records of this Organization; (b) deposit money, drafts, and checks in the name of and to the credit of this Organization in the banks and depositories designated by the Board of Directors; (c) endorse for deposit notes, checks, and drafts received by this Organization as ordered by the Board of Directors, making proper vouchers for the deposit; (d) disburse corporate funds and issue checks and drafts in the name of the Organization, as ordered by the Board of Directors; and (e) upon request, provide the President and the Board of Directors an account of transactions of this Organization and of the financial condition of this Organization. The Treasurer shall perform such other duties as may be assigned to him or her from time to time by the President or the Board of Directors.

COMMITTEES

SECTION 7.1 Ad-Hoc Committees. The Board of Directors may, in resolutions adopted by a quorum of Directors at a meeting, establish committees having the authority of the Board of Directors to the extent provided in such resolutions. The members of each such committee shall be appointed by the Board of Directors or, if expressly authorized by the Board of Directors, by the President. Each such committee is at all times subject to the control and direction of the Board of Directors. Committee members, other than members of the Executive Committee, need not be Directors, though each committee shall have as a member at least one Director unless another number of Directors is specified in these bylaws. Notwithstanding any provision of these Bylaws apparently to the contrary, no committee shall have the authority to take any of the following actions:

- (a) Amend or repeal the Articles of Incorporation or Bylaws of this corporation;
- (b) Elect, appoint, or remove any member of the Board of Directors or the Executive Committee, or any officer of this corporation;

- (c) Adopt or approve a plan of merger or consolidation with another corporation;
- (d) Authorize the sale, lease, exchange, mortgage or other disposition of all or substantially all of the assets of this corporation;
- (e) Authorize the voluntary dissolution of the corporation or revoke proceedings therefor; or
- (f) Amend or repeal any resolution of the Board of Directors that by its terms provides that it shall not be amended, altered or repealed by any committee of this corporation.

SECTION 7.2 Executive Committee. The Board of Directors may establish an Executive Committee composed of the Officers of the Organization. The Executive Committee has the authority of the Board of Directors in the management of the business of this corporation in the interval between meetings of the Board of Directors.

SECTION 7.3 Shakopee Boys Basketball Booster Club. The Board of Directors shall establish a committee known as the Shakopee Boys Basketball Booster Club (Booster Club) to fundraise and propose a budget of expenditures for and on behalf of the Shakopee Senior High School Boys Basketball teams. The Booster Club shall: (a) be comprised of not fewer than three individuals, (b) be comprised entirely of members or non-members selected by the Board of Directors, (c) include the President as an *ex officio* voting committee member, (d) include at least one Director from the Organization and e) not be controlled, directly or indirectly, by any combination of donors to this Organization, any such donors' designees or representatives, or any related party of a donor, as a result of such persons constituting a majority of the committee members or otherwise being in a position to direct the committees decisions. The Booster Club may include non-member community representatives, but a majority of the committee members must be Members.

SECTION 7.4 Meetings and voting. Meetings of each committee shall be called and held in accordance with the provisions of Sections 3.2 to 3.7 of these Bylaws as they apply to meetings of the Board of Directors.

INDEMNIFICATION

SECTION 8.1 Indemnification. This Organization shall indemnify its Directors, officers, and committee members against such expenses and liabilities, in such manner, under such circumstances, and to such extent, as required or permitted by Minnesota law, as amended from time to time, or as required by other provisions of law; provided, however, that this corporation shall not indemnify any person with respect to any claim, issue or matter as to which that person is adjudged to be liable to this corporation.

SECTION 8.2 Advances. This Organization shall advance expenses in such manner, under such circumstances, and to such extent, as required or permitted by Minnesota law, as amended from time to time; provided, however, that this Organization shall not advance expenses incurred in defense of a claim brought by or in the right of this Organization or expenses incurred in pursuing a claim against this Organization. The provisions of this Section are not intended to limit the ability of a person to receive advances as an insured under an insurance policy maintained by this Organization.

SECTION 8.3 Insurance. This Organization may purchase and maintain insurance on behalf of any person who is or was a Director, officer, or committee member against any liability asserted against and incurred by that person in or arising from such capacity, whether or not this Organization would otherwise be required to indemnify the person against the liability.

MISCELLANEOUS

SECTION 9.1 Fiscal year. The fiscal year of the Organization begins on June 1 and ends on the succeeding May 31.

SECTION 9.2 Corporate seal. The Organization has no seal.

SECTION 9.3 Amendments. The Members may amend these Bylaws by the affirmative vote of a majority of the entire Members.

SECTION 9.4 Authority to borrow, encumber assets. No Director, officer, agent or employee of the Organization has any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. The Board of Directors may give authority for any of the above purposes, and this authority may be general or limited to specific instances.

SECTION 9.5 Execution of instruments. Deeds, mortgages, bonds, checks, contracts and other instruments pertaining to the business and affairs of the Organization may be signed on behalf of the Organization by the President, any Vice President, or such other person or persons as may be designated from time to time by the Board of Directors.

SECTION 9.6 Deposit of funds. All funds of the Organization shall be deposited from time to time to the credit of the Organization in such banks, trust companies or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors from time to time.

SECTION 9.7 Applicable Law. The Organization has been formed under and pursuant to the provisions of Chapter 317A of the Minnesota Statutes. All references in these Bylaws to Chapter 317A shall mean and include such chapter as currently enacted or hereafter amended.

ACKNOWLEDGMENT

The undersigned officer of this Organization, does hereby certify that the foregoing Amended and Restated Bylaws of the Shakopee Boys Basketball Association were adopted as the complete Bylaws of the Organization by its Members by affirmative Action of the Members dated _____, 2021.

By:

Its: Secretary