

BYLAWS OF THE ROSEVILLE BASKETBALL ASSOCIATION

ARTICLE I NAME AND OBJECTIVES

- A. **NAME.** This corporation shall be known as the ROSEVILLE YOUTH BASKETBALL ASSOCIATION, INC (“RYBA”).
- B. **REGISTERED OFFICE.** The registered office for the RYBA will be 2660 Civic Center Drive, Roseville, MN 55113
- C. **PURPOSE.** The Corporation shall always be operated exclusively for charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise shall be devoted to said purposes.
- D. **OBJECTIVES.** The purpose of this corporation shall be to provide an opportunity for boys and girls to play the game of basketball with an emphasis on sportsmanship and teamwork and to provide a positive environment to develop their skills.

It is the intent of the RYBA to confine traveling team program participants to boys and girls who live in or attend school within the Roseville High School attendance area. The RYBA will administer traveling team programs for boys and girls from forth through eighth grade. The RYBA will select coaches, provide tryouts for team selections, and will provide practice time in area facilities.

The RYBA will also administer in-house programs for boys and girls from kindergarten through the eighth grade who live in or attend school within the Roseville High School attendance area. The RYBA will select and train coaches, assign teams and provide practice time in area facilities.

ARTICLE II BOARD OF DIRECTORS

- A. **BOARD OF DIRECTORS.** The general management of the affairs of the RYBA shall be vested in the Board of Directors who shall be elected as provided in Article IV, Section A of the by-laws. The number of directors shall be no more than 25.
- B. **DUTIES AND POWERS.** The Board of Directors shall have general charge and management of the affairs, funds, and property of the RYBA. The Board shall have full power and it shall be the Board’s duty to carry out the purpose of the RYBA according to its by-laws, in accordance with Minnesota state laws for a non-profit organization and to establish such philosophy as is

reasonable and necessary to accomplish the purpose of the RYBA. Among its powers, the Board will have the following powers:

- Retaining the services of persons, firms or corporations as may be advisable to provide services to the corporation
 - Purchase, sale, and conveyance of real or personal property and the entry into any contracts, leases, or other agreements to properly conduct and administer the affairs of the Corporation
 - Establish or solicit scholarships, authorize reduction or forgiveness of fees
 - Establish the programs offered by the Corporation and the fees for such programs
 - Operation of food, concessions, and the sale of merchandise.
 - Publication and distribution of programs, newsletters, website development and any other methods of communication with the membership deemed advisable by the Board of Directors
 - Solicitation and sale of advertising space in such publications and obtaining sponsorships for competitions and publications
 - Engage in any lawful activity as may be deemed appropriate by the Board of Directors in carrying out the purposes of the Corporation and the conduct of its affairs.
 - Fundraising for basketball capital improvements.
 - Making donations toward the improvement of existing facilities (e.g. equipment, capital improvements).
- C. **ELECTION.** Upon vacancy or term expiration, the director position will be held open until the next regularly scheduled meeting at which time an election will be held for all open Director positions. Any current Board Member may submit a candidate for an open Board position. Each Director may vote once for each open position. The candidate(s) receiving the greatest number of votes shall be elected to the Board.
- D. **TERM.** Two years from the date of election.
- E. **REMOVAL.** The Board of Directors may remove a Director, with or without cause, by a 2/3rd vote.

ARTICLE III OFFICERS

- A. **OFFICERS.** The officers of the RYBA shall consist of a President, Vice-President, Secretary and Treasurer elected by the Board of Directors as provided in Article IV, Section C.
- B. **DUTIES:**
- a. **President.** The President shall preside at all meetings of the RYBA and of the Board of Directors and shall administer committee leadership.

- b. Vice-President. In the absence of the President, the Vice-President shall perform the President's duties. The Vice-President can also serve as a director of one of the committee positions.
- c. Secretary. The Secretary shall keep the minutes of all meetings of the RYBA and shall present such minutes at the beginning of each meeting for approval.
- d. Treasurer. The Treasurer shall have charge of all receipts and monies of the RYBA in a bank approved by the Board of Directors and disburse funds as ordered or authorized by the Board of Directors. All revenues generated from fees, sales and tournaments, less reasonable expenses shall be returned to the RYBA treasury to enable the RYBA to provide basketball opportunities for boys and girls.
- C. **ELECTION.** The Board of Directors at the annual meeting shall elect the Officers. Any Director in good standing is eligible to stand for election to an Officer position.
- D. **TERM.** The Officers term shall be two years.
- E. **VACANCY.** Upon vacancy, the Board of Directors at its monthly meeting shall elect a replacement to fulfill the remaining term of the vacated Officer position.
- F. **REMOVAL.** The Board of Directors may remove a Officer, with or without cause, by a 4/5th vote.

ARTICLE IV POSITIONS DIRECTORS

- A. **POSITIONS.** The RYBA will maintain the following director positions.
 - a. Girls Traveling
 - b. Boys Traveling
 - c. Tournament
 - d. Girls In-House
 - e. Boys In-House
 - f. Little Hoopers
- B. **ACCOUNTABILITY.** The director will be accountable for all aspects of the position (set forth in the job descriptions in Exhibit A).
- C. **TERM.** The term of the director position shall be three years. The first year of the term will be spent as Incoming Director shadowing and assisting a Director entering the last year of his/her term.
- D. **ELECTION.** The Directors shall be elected at the annual meeting.
- E. **VACANCY.** Upon vacancy, the President may appoint a Director of the Board to fulfill the remaining term of the director.
- F. **REMOVAL.** The Board of Directors may remove a position director, with or without cause, by a 2/3rd vote.

V. MEETINGS

- A. **ANNUAL MEETING OF THE BOARD OF DIRECTORS.** The annual meeting of the RYBA Board of Directors shall be on the second Wednesday

in July of each year. Notice of the time and place for the annual meeting shall be published in community publications.

- B. **SPECIAL MEETINGS OF THE BOARD OF DIRECTORS.** The President or any Board of Director upon request to the President may call special meetings of the Board of Directors. Notice of the special meeting must be provided at least 48 hours in advance of such meeting and said notice must specify the purpose of the special meeting.
- C. **ORDER OF BUSINESS.** At all meetings of the RYBA, the order of business shall be by agenda established by the President or other presiding officer. The agenda and minutes of the previous meeting shall be reviewed and approved.
- D. **MEETINGS OF THE BOARD OF DIRECTORS.** Meetings of the Board of Directors shall be on a month basis on the second Wednesday of the Month at the Roseville Oval unless otherwise specified by the President with at least 48 hour notice of said change.
- E. **PUBLIC ATTENDANCE AT BOARD OF DIRECTOR MEETINGS.** RYBA Board of Director meetings are open to all parents/guardians of RYBA participants and the agenda shall permit parents/guardians to bring special issues before the Board of Directors at Open Forum.
- F. **OPEN FORUM.** This Open Forum will be the first order of business. Issues brought up at Open Forum will be assigned to the appropriate Officer or Position Director and will be reported back at the next regular meeting. The Officer or Position Director will also provide a response directly to the individual who brought the issue to the attention of the RYBA Board of Directors. The President or presiding Officer will determine the length of time for the Open Forum.
- G. **EXECUTIVE SESSION.** The Board of Directors, by majority vote of the Directors present, may elect to adjourn to executive session to discuss items of a confidential or sensitive nature.
- H. **QUORUM FOR BOARD MEETINGS.** A simple majority of the current Board of Directors shall constitute a quorum. Once a quorum is achieved, the meeting can continue to adjournment even if a quorum of the current Board of Directors ceases to be present.
- I. **VOTES OF THE BOARD OF DIRECTORS.** Assuming a quorum has been achieved, unless otherwise specified, all votes of the Board of Directors will require a simple majority of the Board of Directors then present at the meeting to carry.
- J. **PARLIAMENTARY AUTHORITY.** The rules contained in the current edition of Robert's Rules of Order shall govern the meeting of the Corporation in all instances in which they are not inconsistent with the bylaws or special rules of the corporation

VI MISCELLANEOUS

- A. **AMENDMENT OF BY-LAWS.** These by-laws may be amended only by a 2/3rd vote of all current members of the Board of Directors at a meeting of the MVBA Board of Directors.
- B. **NOTICES.** All notices to eligible individuals shall be mailed to their addresses as shown in the records of the Roseville School District, and such mailings shall constitute presumptive evidence of service thereof.
- C. **INDEMNIFICATION.** To the fullest extent permitted by law the Corporation shall indemnify its Directors, Officers, employees, and other agents including persons formerly occupying such positions against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any proceeding stemming from their position with the Corporation.
- D. **DISSOLUTION.** Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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.

The Corporation shall have the power to purchase and maintain insurance for the above purposes.

The Corporation shall carry general liability insurance.

ADOPTED AND APPROVED

DATE

BOARD PRESIDENT

Reviewed – October 2021