

BY-LAWS OF

HOPKINS – MINNETONKA BABE RUTH ASSOCIATION

ARTICLE I

NAME OF ORGANIZATION

The Name of this organization is The Hopkins – Minnetonka Babe Ruth Association (HMBR). Hereinafter it shall be known as HMBR or The Association.

ARTICLE II

PURPOSE

The purpose of HMBR is to promote participation and competitive interest in age 13-15 baseball programs for players who live in and/or attend schools in Hopkins School District 270.

ARTICLE III

LOCATION

The principal office of HMBR, at which the general business of the organization will be transacted and where the records of the organization will be kept, shall be at such location in the metropolitan area of Minneapolis-St. Paul, State of Minnesota, as may be fixed from time to time by the Board of Directors of HMBR.

ARTICLE IV

MEMBERSHIP

Section 1. The membership of The Association shall consist of parents/guardians of current or past registered players. There shall be only one vote per member. Rules will be established by the Board to determine who will be recognized to vote and how voting rights are determined. Membership shall be voluntary.

ARTICLE V

MEETING OF MEMBERS

Section 1. Place of Meetings. Meetings of the membership shall be held at the principal office of The Association or at such other suitable places as may be designated by the Board of Directors.

Section 2. Regular Meetings. The regular meetings of The Association shall be held once per month. The Board of Directors shall set the specific dates for the regular meetings. The members shall transact such business of The Association as may properly come before them.

Section 3. Special Meetings. Special meetings of the membership may be called by the President of the Board of Directors, or shall be called by the President as directed by a resolution adopted by the Board of Directors, or upon a written request signed by at least twenty percent (20%) of the voting members. The notice of any special meeting shall state the time, the place, and the purpose of such meeting. No business shall be transacted at the special meeting except as stipulated in the notice.

Section 4. Presiding Officer. The President of the Board of Directors of The Association shall be the presiding officer of all meetings of the membership. In the absence of the President, the Vice President shall preside. In the absence of both persons, the members may elect a President Pro Tem for that one meeting.

Section 5. Notice of Meetings. It shall be the duty of the Chief Administrative Officer to mail, email, or personally give a notice of each regular or special meeting stating the purpose thereof, as well as the time and place where the meeting is to be held. The notice if mailed or emailed shall be sent to each member at the latest address appearing on the records at the Association offices. The notices of regular meetings shall be sent so as to be received at least fifteen (15) calendar days prior to such meeting. Notice of special meetings shall be sent at least two (2) working days prior to such meeting.

Section 6. Quorum. Except as otherwise provided by statute or these by-laws, the presence, at any time, of 50% or more members of record shall constitute a quorum.

Section 7. Adjourned Meetings. If any meetings of the membership cannot be organized because a quorum is not present, the voting members who are present may adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called.

Section 8. Voting. Except as otherwise provided by law, each voting member shall be entitled to cast one vote on each question. The vote of the majority of those members present shall decide any questions brought before the meeting, unless the question is one upon which, by law, or by these by-laws, a different vote is required, in which case such express provisions shall govern and control. No voting by proxy shall be permitted at meetings of the membership.

Section 9. Call for a Special Vote. A special vote of the membership may be called by the President of the Board of Directors or upon a motion and a second by two voting members of the Board of Directors. A special vote may be called for at a special meeting or may be called for via e-mail. If a special vote is called for in a special meeting, only the voting members who are present at the meeting may vote. Voting by proxy will not be permitted. If a special vote is called for via e-mail, the President of the Board of Directors will notify voting members of the closing day of the vote which shall not be less than five (5) days from the time the vote was called for. The vote will continue via e-mail until such time as a majority vote has been reached or the vote closes, whichever comes first.

Section 10. Member's List For Meetings. The Chief Administrative Officer will prepare an alphabetical list of the names and addresses of all members and members who are entitled to notice and to vote at all meetings. Said list shall be available for inspection by voting members at the principal office of The Association or at a reasonable place identified in the meeting notice. The membership and member list shall also be available at the meeting.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. Number and Qualifications. The Board of Directors of The Association shall be composed of not less than ten (10) nor more than twenty (20) members. Board members must be current or past parents/guardians of registered players.

Section 2. Governing Powers. The Board of Directors shall have all the powers and duties necessary or appropriate for the overall direction of The Association. They may engage in such acts and do such things as are not prohibited by a law or these by-laws.

Section 3. Election and Term of Office. All board directors/members shall be elected to a term of one or two years by those members who are in office. Directors shall be allowed to stand for election for a maximum of two consecutive two-year terms. The board members shall hold office until the completion of their term at which time, successors will be elected.

Section 4. Vacancies. Vacancies in the Board of Directors caused by any reason other than the removal of a Director by a vote of the membership shall be filled by a vote of the majority of the remaining Directors.

Section 5. Removal of Board Members. a. At any regular or duly called special meeting of the membership, any one or more of the Board Members may be removed without cause by a vote of a 2/3 majority of the entire voting members of record. A successive Board Member may then and there be elected to fill the vacancy thus created. Any Board Member whose removal has been proposed shall be given at least thirty (30) days notice of the intent to take such action and an opportunity to be heard at this meeting.

Section 6. Compensation. No compensation shall be paid to directors for their services to The Association. Directors may be reimbursed for actual expenses incurred by them in the performance of special duties.

Section 7. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors. The Board of Directors shall meet at least ten (10) times each year, approximately monthly.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by the President of the Board upon at least two (2) working days notice to each Director. This notice shall be given personally or by mail, by e-mail or telephone. The notice shall state the place, time and the purpose of the meeting. The Chief Administrative Officer of The Association in like manner and in like notice shall call a special meeting upon the written request of at least three Directors.

Section 10. Quorum. At all meetings of the Board of Directors, a majority of the Directors of record shall constitute a quorum for the transaction of all authorized business. Where the computation results in a fractional number, it shall be rounded upward to the next whole number. The acts of the majority of the Directors present at a meeting at which a quorum exists shall be the acts of the Board of directors, except where a larger number is required by law or these by-laws.

Section 11. Proxies. No voting by proxy shall be permitted in the meetings of the Board of Directors of The Association.

Section 12. Robert's Rules of Order will be the authority for all questions and procedures at any meetings of The Association.

ARTICLE VII

OFFICERS

Section 1. Designation. Principal Officers of The Association shall be a President, a Vice-President, a Chief Financial Officer, and a Chief Administrative Officer. At the discretion of the Board of Directors, other Officers may be elected with duties that the Board shall prescribe.

Section 2. Election of Officers. A vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of the term. The Board of Directors shall also have the authority to appoint such temporary or acting Officers as may be necessary during the temporary absence or disability of the regular officers.

Section 3. Removal. Any Officer or Board member may be removed with or without cause by the Board of Directors by affirmative vote of a 2/3 majority of all the Board members. The matter of removal may be acted upon at any meeting of the Board, provided that notice of intention to consider said removal has been given to each Board member and to the Office affected at least thirty (30) days previously.

Section 4. President. The President shall be the principal officer of The Association subject to the direction and control of the Board, the President shall see that the resolutions and directives of the Board are carried into effect, and, in general, shall discharge all duties incident to the office of President and as prescribed by the Board. The President shall preside at all meetings of the Board of Directors and at all meetings of the membership, except in those instances in which the authority to execute is expressly to another officer or agent of the corporation. The President may execute for The Association all contracts, deeds, conveyances, mortgages, bonds, and other instruments in writing that may be required or authorized by the Board of Directors. The President shall appoint members to standing committees, establish and appoint members to other committees.

Section 5. Vice President. It will be the duty of the Vice President to act in the absence or disability of the President and to perform such duties as may be assigned to him or her by the President.

Section 6. Chief Administrative Officer. The Chief Administrative Officer shall be responsible for keeping the organization's records, including registration and related materials. He or she shall keep (or cause to be kept) the minutes of all meetings of the Board of Directors, of the membership, and of the Executive Committee. The CAO shall give or cause to be given all notices of the meetings of the Board of Directors and other notices required by law or by these by-laws. The CAO shall be responsible for the keeping of all books, correspondence, committee minutes and papers relating to the business of The Association, except those of the Chief Financial Officer.

Section 7. Chief Financial Officer. The CFO shall be responsible for preparation of the proposed annual budget and shall keep (or cause to be kept) financial records belonging to The Association. The CFO will present to the Board of Directors a report of the finances of The Association and will from time to time make such other reports to the Board of Directors as it may require. Operation of the association will be on a fiscal year basis. Books of account will be closed as of September 30th. Financial statements shall be audited in the month of October. Equipment inventory shall be taken prior to October 31st of each year.

Section 8. Other Board Members. Other Board members of the association may consist of the following:

Prep (13) Coordinator
Majors (14-15) Coordinator
Travel & Tournament (13-15) Coordinator
Facilities Coordinator
Equipment Coordinator
Scheduling Coordinator
Sponsorships Coordinator
Tryouts/Ranking Coordinator
Web Site and Communications Coordinator
Player/Coach Development Coordinator

Section 9. Any officer of The Association, in addition to powers conferred on him or her by these by-laws, will have such additional powers and perform such additional duties as may be prescribed from time to time by the Board of Directors. Additional board positions may be created by a 2/3 majority vote of the entire Board, subject to related operating provisions of these by-laws. Subject to board approval, an individual can hold more than one board position, but shall have only one vote on the Board. A Board position can be designated to a non-board, non-voting position by a 2/3 majority vote of the entire board, but only after the current holder of that position has completed his/her term and/or been removed from office under other provisions as outlined in these bylaws.

ARTICLE VIII

COMMITTEES

Section 1. Establishing Committees. The President of the Board of Directors may establish committees having authority of the Board in the management of the business of the Association. Committees are subject at all times to the direction and control of the Board.

Section 2. Membership. The committee must consist of one or more persons, who need not be directors, but must be appointed by the Board

Section 3. Term of Office. Each member of a committee shall continue as such until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present, shall be the act of the committee.

ARTICLE IX

FISCAL MANAGEMENT

Section 1. Fiscal Year. The fiscal year of The Association shall begin on the first day of October in each year.

Section 2. Books and Accounts. Books and accounts of The Association shall be kept under the direction of the Chief Financial Officer of The Association.

Section 3. Execution of The Association's Documents. The Board of Directors may authorize any Officer or Officer's agent or agents to enter into any contract or to execute and deliver any instrument in the name of and on behalf of The Association. Such authority may be general or confined to specific instances. These authorizations are in addition to those authorized by these by-laws.

Section 4. Loans. No loans shall be contracted on behalf of The Association nor evidences of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority shall be general or confined to specific instances.

Section 5. Deposits. All funds of The Association not otherwise employed shall be deposited from time to time to the credit of The Association in such bank or banks or other depositories as the Board of Directors may elect.

Section 6. Conflict of Interest. The Board shall not enter into any contract or transaction with (a) one or more of its directors, (b) a director of a related organization or (c) an organization in or of which a director of The Association is a director, officer or legal representative, or in some other way has a material financial interest unless:

- 1) That interest is disclosed or known to the Board of Directors,
- 2) The Board approves, authorizes or ratifies the action in good faith,
- 3) The approval is by a majority of directors (not counting the interested director),
- 4) At a meeting where a quorum is present (not counting the interested director).

The interested director may be present for discussion to answer questions, but may not advocate for the action to be taken and must leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

Section 7. Checks, Drafts, Etc. All checks, drafts and other orders for payment of funds will be signed by such Officers or such other persons as the Board of Directors shall designate in its approved financial policies.

Section 8. Indemnity. The Association shall indemnify and hold harmless any Director, Officer, or employee from any suit, damage, claim, judgment or liability arising out of, or asserted to arise out of conduct of such person in his or her capacity as a Director, Officer, or employee except in cases involving willful misconduct. Indemnification provided under this section shall comply with and follow the requirements as provided by statute. The Association shall have the power to purchase or procure insurance for such purposes.

Section 9. Examination by Directors. Every director of The Association shall have a right to examine, in person or by agent or attorney, at any reasonable time or times, and at the place or places where usually kept, all books and records of The Association and make extracts or copies there from.

ARTICLE X

MISCELLANEOUS

Section 1. Amendments. Both the Board of Directors and the members shall have the power to amend the Articles of Incorporation and these by-laws. Subject to restrictions imposed by statute, the Board may amend the articles and by-laws by adopting a resolution setting forth the amendment, providing written notice of the proposed amendments at least 15 calendar days prior to a duly called meeting. Such amendment shall require an affirmative vote of two-thirds of the Board at a duly constituted meeting.

The foregoing By-Laws of the Hopkins – Minnetonka Babe Ruth Baseball Association were adopted on the 10th day of November, 2004, by action of the Board of Directors.