

BY-LAWS of the ANOKA RAMSEY ATHLETIC ASSOCIATION

ARTICLE I. CORPORATE DEFINITION AND PURPOSE

Section 1. Purpose

The purpose of this Corporation shall be as follows:

- A. To provide guidance and equipment for youth, to allow them to gain a better understanding of, improve their skills in, and satisfy their desire to compete in the field of amateur sports;
- B. To assist governmental bodies and their agents in planning, developing and maintaining parks and recreational facilities to serve in the development of youth sports;
- C. To promote sportsmanship and health, competitive attitudes in youth, regardless of sex, race, religion, athletic ability or financial status, and by so doing, to promote improved social welfare through the character development resulting from such efforts.

Section 2. Corporation

This corporation shall not afford pecuniary gain, incidentally or otherwise, to its members; no part of any earnings of the corporation shall inure to the benefit of any private member. Furthermore, the Board of Directors and the membership are prohibited from authorizing, as a substantial part of the activities of the corporation, the carrying-on of propaganda, or otherwise attempting to influence legislation, or the participation or intervention, including the publishing of statements in any political campaign on behalf of any candidate for public office.

Section 3. Liability

No members of the corporation, no director and no officer will be personally liable for any corporate obligation or liability whatsoever.

Section 4. Stock

This corporation shall have no capital stock.

Section 5. Dissolution of the Corporation

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of any remaining assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and pursuant of youth athletics in our community.

Section 6.

If any of the provisions contained in these By-laws is for any reason found to be in conflict or needs any clarification or determination it will be subject to the approval of the Board at a membership meeting.

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ARTICLE II. THE GENERAL PLAN

Section 1.

A Board of Directors, hereinafter called "the Board", shall manage the affairs and business of the corporation. Members of the Board will be those holding the offices of:

President	Concession Director	Commissioner of Soccer
Vice-President	Sponsorship Director	Commissioner of Football
Secretary	Communications Director	Commissioner of Basketball
Treasurer	Commissioner of Softball	Individual Sport Directors (appointed)
Commissioner of Tennis	Commissioner of Baseball	Staff Advisor (appointed)

Sport Commissioners may appoint age level directors, or other directors within their sport at their discretion. These directors will be considered members of the Board without voting privileges, except as otherwise provided for in these By-Laws regarding participation at the January Annual and June General meetings.

The formulation of business activity shall occur at meetings of the Board to be called on a monthly basis or more frequently as required by the President or Board, or as authorized by these By-Laws.

Election of officers will be by vote of the membership at the January annual meeting, all as detailed in these By-Laws in Article VI, Section 1.

Presentation of the "Annual Activity Reports" shall occur at the January annual meeting. Newly elected officers shall assume their position as outlined in Article VI, Section 1.

Installation of the elected Board of Directors shall occur as outlined in Article VI, Section 1. This will include the sign-over of all books of office to the newly elected officers.

The fiscal year of operations shall be from January 1 through December 31st. Books shall close as of December 31st. Financial records shall be audited bi-annually in a Treasurers election year or upon early resignation of the treasurer, in the month of February as described in these By-Laws. Each individual Sport Commissioner or their director(s) annually prior to November 30th shall take equipment inventory.

The address of the corporation for all official correspondence shall be that of the P.O. Box with the exception of correspondence to and from the Secretary of State, which shall be the address of the acting President of the Board.

Section 2. Dissolution of a Sport.

Before dissolution of any sport from the ARAA organization can occur, a special meeting of the "Sports Commissioners Committee" shall be held. A simple majority vote by the Sports Commissioners Committee, as defined in Article VII, Section 2(a), shall be required to prepare a written recommendation in the form of a motion to the ARAA Board of Directors concerning the dissolution or addition of a sport from or to the ARAA organization.

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Upon the dissolution of any sport offered by ARAA, the assets of the sport, after the payment or arrangement for the payment of all outstanding liabilities, shall be distributed to Anoka Ramsey Athletic Association or to such other organization or organizations as the ARAA Board may designate, provided that such organization or organizations are organized and operated exclusively for charitable, religious, scientific, literary, or educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code.

ARTICLE III. MEMBERSHIP

To assure a non-partisan organization, all elected officers shall not run for or assume a position where there will be a conflict of interest. Should any conflicts arise, they will be presented to the board for further determination.

Any individual that is 18 years of age or older and a resident of either the City of Anoka or Ramsey and/or has a family member participating in at least one of ARAA's sports activities, or with Board, approval is eligible for membership.

In order to be eligible to vote at the January annual meeting, a member must be considered in good standing and will be entitled to one vote concerning the election of officers. A member in good standing shall be defined as a member that has attended at least three (3) board meetings in the previous twelve (12) months and is not in financial arrears to the organization.

ARTICLE IV. MEETING OF THE CORPORATION

Section 1. Board Meetings

The members of the Board of Directors shall hold a minimum of (10) ten monthly meetings annually. These meetings shall be of an "open" nature and any member of the corporation is entitled to attend. Special meetings of the Board may be requested by the President, Vice-President or any (4) members of the Board.

Section 2. Quorum

A simple majority of members of the Board must be present before a meeting can be called to order, or any official business of the corporation can be conducted.

Section 3. Purpose

The ten (10) monthly meetings of the Board of Directors shall be for the purpose of:

- A. To provide communication, coordination, and an exchange of ideas between coaches, committees, officers, commissioners, directors and any members present.
- B. To permit any member to advise the Board on any organizational administrative, or operational matter or on any matters of duties, responsibilities, or business that may be conducted by the Board as defined in these By-Laws.
- C. To approve all official rules and regulations of sponsored sport programs that may be necessary.
- D. To approve all registration fees, official's fees, change in fees or expenditures that may be necessary. The Board will approve and/or reject budget items for each program offered.

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- E. To conduct any other business as the Board deems necessary to promote the overall purpose of the corporation.

Section 4. Expenditures

All expenditures of moneys in excess of one hundred dollars (\$100.00) must be approved, in advance, by a simple majority of Board Members present at any meeting, with the following exception:

- A. The Commissioner has the authority to order and/or purchase equipment for his or her individual sport to best facilitate each program within its approved seasonal budget. (See Commissioner Duties, Article VI, Section 4.)

Section 5. Annual Meeting

The January Annual Meeting will be designated as the Annual Membership Meeting. The primary purpose of this meeting shall be for the election of officers and the presentation of annual reports as outlined in Individual Duties, Article VI, Section 4. Each Board position is responsible for providing a brief recap on any and all business conducted. Each sport Commissioner should provide a brief recap of the season and the budget for that season as well as any proposed changes that are recommended. These reports should be in written form.

Section 6. Notification

Notice of all annual meetings shall be published a minimum of 30 days in advance, on the ARAA Website and/or a local media outlet. (Newspaper/Newsletter)

Section 7. Order

Robert's Rules of Order shall govern the conduct and procedure of all meetings of the Corporation.

Section 8. Voting

A simple majority of Board Members present at a general meeting shall carry the act, except that a minimum of seventy (70) percent shall be required to carry any act concerning amendments to the Articles of Incorporation or the By-Laws of the corporation.

ARTICLE V. AMENDMENT OF THE ARTICLES OF INCORPORATION AND/OR BY-LAWS OF THE CORPORATION

Section 1. Procedure

The Board of Directors may from time to time adopt, amend or repeal all or any of the Articles of Incorporation or By-Laws of this corporation in accordance with the following requirements:

- A. The Board of Directors must propose an amendment of the Articles or By-Laws by an appropriate resolution that sets forth the proposed amendment and directs that it be presented for adoption at any General Monthly Meeting of the Corporation. A quorum of Board Members must be present at the occasion of the Board's resolution.
- B. Copies of the proposed amendment shall be distributed to the members of the Board of Directors at the membership meeting immediately preceding the meeting at which time a resolution concerning the amendment will be considered for adoption.

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- C. A quorum of board members, as defined in Article IV of these By-Laws, must be present at the meeting at which such amendment is to be adopted.
- D. An affirmative vote of seventy (70) percent of the members of the corporation present and voting shall be sufficient to enact any such proposed amendment of the Articles or By-Laws.

ARTICLE VI. OFFICERS OF THE CORPORATION

Section 1. Election and Term of Office

The Officers of the Corporation shall be those as defined in Article II of the By-Laws, each of whom shall be elected at the Annual Membership Meeting in January by ballot. The term of their office shall be for two (2) years commencing on the first day of February for all offices, except Director of Basketball whose term of office shall be for two (2) years commencing on the first day of April to accommodate the sport season already in session.

The offices of President, Treasurer, Sponsorship Director, Concession Director, Soccer Commissioner, Football Commissioner and Basketball Commissioner shall be filled in even number years.

The offices of Vice President, Secretary, Softball Commissioner, Communications Director, Baseball Commissioner and Tennis Commissioner shall be filled in odd numbered years.

Newly created Board positions shall be filled for the two (2) years following their inception with the proviso that an equal or nearly equal number of overall Board positions are available in any given even or odd year. This may necessitate a new position be filled for only one (1) year following its inception. Vacant offices, which become filled by vote of the Board, shall be for partial terms until the even or odd year as described above. When an Officer wishes to fill another open position on the Board, the office that is vacated is treated as above. Officers shall make an effort to find or otherwise suggest a replacement when unable to fulfill a term of office.

The office of Staff Advisor is an appointed position and does not carry a vote on the Board. The term of office for this position is at the discretion of the Board.

Section 2. Compensation of Directors and Officers

Officers or directors will not receive any salary for services rendered to the ARAA as an officer or director. However, allowances will be made to waive the ARAA registration fees for the children of the Board of Directors. The cost of such action will come from the General Fund with allocation of funds going back to the sport at the amount of the current registration fee as set each season as part of the budgetary process.

Section 3. Removal From Office

Any officer may be removed from office by a vote of seventy-five percent (75%) of all the Board Members then holding office, at any meeting of the Board, provided that notice of the intention to remove is provided to all Board Members in advance of the meeting. A member may be elected or added to replace the removed officer by a majority vote at this or any subsequent Board meeting. The replacement of the removed officer will occur as soon as possible after such removal.

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A director may be removed from office, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting; provided that not less than five (5) days' and not more than thirty (30) days' notice of such meeting stating that removal of such director is to be on the agenda for such meeting shall be given to each director. A special, closed meeting, as opposed to an open, public meeting, may be requested by any officer provided the same notice requirements set forth herein are followed.

In the event of the death, removal or resignation of a director, a successor to fill the unexpired term shall be elected by the affirmative vote of a majority of the directors present at a duly held meeting.

Section 4. Individual Duties

The following describes the duties and responsibilities of the Officers, Commissioners and Directors:

President Responsibilities: The President of the Corporation shall have the following duties and responsibilities:

1. To conduct the affairs of ARAA and execute the policies established by the Board of Directors
2. To preside over all meetings of the Corporation membership or Board after issuance of a meeting agenda to those present.
3. To communicate to the Board of Directors such matters as deemed appropriate and make such suggestions as to promote the welfare of ARAA.
4. To prepare in conjunction with the Executive Committee and submit an annual budget at the March meeting to the Board of Directors and be responsible for the proper execution thereof.
5. To sign all written contracts and obligations of the corporation with the Secretary of the corporation.
6. To serve as one of the officers of the Corporation required to sign checks or drafts.
7. To appoint any special committees including the committee chair as he or she may deem necessary, with the approval of the Board.
8. To investigate complaints, irregularities and conditions detrimental to ARAA and report thereon to the Board as circumstances warrant.
9. To have the power to invite persons not members of the corporation to attend regular meetings of the corporation or of the Board (i.e. CPA Financial advisor).
10. To perform such other duties as are specifically provided in the Articles and By-Laws and as shall be imposed upon him or her by the resolution of the Board or By-Laws.

Vice-President Responsibilities: The Vice-President of the Corporation shall have the following duties and responsibilities:

1. To perform all duties of the President in the absence of the President.
2. To succeed the President in the office in event of removal, resignation, or death.
3. To assist the President in any manner so designated by him or her.
4. To perform all duties of the Secretary in the absence of the Secretary.

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5. To serve as one of the officers of the Corporation required to sign checks or drafts.
6. To work in conjunction with the Executive Committee to compile an annual budget to be submitted to the Board for its approval during the March meeting.
7. To insure all liaison function between ARAA and the Parks and Recreation Departments of the Cities of Anoka and Ramsey and the Anoka and Ramsey Events Promotions.
8. To keep inventory of all First Aid supplies and order and stock first aid kits for all sports.
9. To perform any such duties as are specifically provided in the Articles and By-Laws and as shall be imposed upon him or her by resolution of the Board.

Secretary Responsibilities: The Secretary of the Corporation shall have the following duties and responsibilities:

1. To perform all duties of the President in the absence of both the President and Vice-President.
2. To take the meeting minutes and maintain attendance records of any general, annual or special meetings of the Board of Directors or special committees as required in these Articles and By-Laws and cause them to be recorded in a book kept for that purpose.
3. To provide copies of the minutes of the previous meeting to all board members prior to the next meeting.
4. To work in conjunction with the Executive Committee to compile an annual budget to be submitted to the Board for its approval during the March meeting.
5. To maintain the records of all players registered for sports. This includes keeping all sports registration cards containing waiver documents for two years.
6. To sign all written contracts and obligations of the corporation together with the President.
7. To serve as one of the officers of the Corporation required to sign checks or drafts.
8. To conduct the official correspondence of the Corporation not specifically delegated.
9. To maintain all records, meeting minute books, and documents relating to the Corporation in such place and form as designated by the Board.
10. To keep masters of all blank forms and documents required for corporation use, and maintain a running inventory of these forms and documents. Also, maintain the computer files for these forms and documents. These include, but are not limited to:
 - ARAA "By-Laws" Document
 - ARAA "Policies and Procedures" Documents
 - Registration Form
 - Sponsorship Form
 - Medical Release Forms
 - Equipment Deposit Form
 - Equipment Inventory Form
11. To issue a copy of the Articles of Incorporation and By-Laws of the corporation to each officer and advisor of the corporation no later than the February meeting.

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12. To perform such other duties as are specifically provided in the Articles and By-Laws and as shall be imposed upon him or her by the resolution of the Board or By-Laws.

Treasurer Responsibilities: The Treasurer of the Corporation shall have the following duties and responsibilities:

1. To have the care and custody of all moneys belonging to ARAA and shall be solely responsible for such moneys or securities of the Corporation.
2. To receive all moneys and securities, and deposit it in the name of the Corporation in such depository as shall be designed by the Board.
3. To keep records for the receipt and disbursement of all moneys and securities of ARAA, approve all payments from allotted funds and draw checks, as one of the officers who may sign checks or drafts of the organization, in agreement with policies established in advance of such actions by the Board of Directors.
4. To prepare and submit a Treasurer's Report at each monthly meeting that includes a list of bills paid by the Corporation from the proceeding month for each Board member and shall be included in the Secretary's minutes.
5. To close out payment of all outstanding bills as of December 31st.
6. Prepare a year-end financial report summary (not audited), under the direction of the President, to the Board indicating the income and disbursements for each major event or sports program. This shall be presented at the January monthly meeting.
7. Prepare and submit all documents required by the City, County, State or National governments as they pertain to the payments of taxes and/or fees associated with conducting the business of ARAA and provide copies of such documents to the Secretary for filing and future reference.
8. To work in conjunction with the Executive Committee to compile an annual budget to be submitted to the Board for its approval during the March meeting.
9. To provide a standard budget format to each Sport Commissioner to submit a seasonal budget.
10. To receive each Sport Commissioner's seasonal budget at least 60 days prior to the first day of registration and review for errors or omissions.
11. To bring all completed budgets to the Board with their recommendation for approval at least 30 days prior to the first day of registration.
12. To perform such other duties as are specifically provided in the Articles and By-Laws and as shall be imposed upon him or her by resolution of the Board.

Concession Director Responsibilities: The Concession Director shall have the following duties and responsibilities:

1. Establish volunteer work schedule to staff the concession stand.
2. Recruit and train paid staff to operate the concession stand as necessary.

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3. Open and close the concession stand on game nights, or arrange for this to occur.
4. Purchase all concession stand supplies and maintain a detailed log of expenses incurred.
5. Restock all supplies as needed.
6. Responsible for all moneys collected and the cash box.
7. Submit to the Treasurer a detailed summary of the concession stand's financial transactions. Turn over all monies weekly or when cash on hand exceeds \$200, or as requested by the Treasurer.
8. To perform such other duties as are specifically provided in the Articles and By-Laws and as shall be imposed upon him or her by resolution of the Board.

Communications Director Responsibilities: The Communications Director of the Corporation shall have the following duties and responsibilities:

1. To be responsible for getting information out to the community concerning the Corporation, meetings, special events and other items of interest to promote and publicize the activities of the Corporation.
2. To be responsible for public notification of all meetings and elections as required in these By-Laws, and for reporting election results to the press.
3. To arrange for and provide public notification of all official Corporation meetings either through the newsletter, website and/or area newspapers.
4. To be responsible for the publication of the *Anoka Ramsey Sports Wrap*, ARAA's newsletter, on a quarterly basis.
5. Maintain and keep current or cause to maintain and keep current a website for the Corporation.
6. To make or cause to be made all public notices, for all sports programs and special activities. Including, but not limited to signage, flyers, City Hall board, QVC TV, newspapers and website.
7. To obtain and report team standings, games, and activities to be publicized in the newsletter and on the website.
8. To create and submit for Board approval, or in the absence of a timely meeting, Executive Committee approval, all news and press releases.
9. To perform such other duties as are specifically provided in the Articles and By-Laws and as shall be imposed upon him or her by resolution of the Board.

Sponsorship Director Responsibilities: The Sponsorship Director shall have the following duties and responsibilities:

1. Responsible for all solicitation efforts on behalf of ARAA.
2. Solicit sponsors for all sports and the Adversity Fund.
3. Coordinate the annual solicitation and mailings to all potential sponsors.
4. Communicate to Commissioners about sponsorships received for their sport. If Commissioners would like to approach a business directly with a personal visit or follow up letter, they must first

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coordinate this effort through the Sponsorship Director to avoid the potential of an area business being approached by multiple sports, multiple times in a given year.

5. Coordinate and distribute sponsor plaques and thank you letters.
6. Work with Communications Director to advertise the need for sponsors.
7. Keep an updated list of City businesses.
8. To perform such other duties as are specifically provided in the Articles and By-Laws and as shall be imposed upon him or her by resolution of the Board.

Staff Advisor Responsibilities: The Staff Advisor of the Corporation is an advisory post appointed by the Board and is desirably filled by an individual with some past ARAA or related experience. He or she shall have the following duties and responsibilities:

1. To report directly to the President and assist him or her in any manner so designated by him or her.
2. To assist in the recruiting of officials for all sports activities.
3. To perform such other duties as are specifically provided in the Articles and By-Laws and as shall be imposed upon him or her by resolution of the Board.

Commissioner Responsibilities: The Commissioners shall have the following duties and responsibilities:

1. To act as a liaison between the Board of Directors and their respective sport.
2. To be dedicated to the purposes of ARAA and their respective sport.
3. To personify the best public image in reflection to the community at large and take an active role in gaining support for their program.
4. To ensure that all policies of ARAA are adhered to and enforced.
5. To prepare and submit a Commissioner's Report at each monthly meeting that includes the activities of their respective sport from the previous month such as events, membership, participation and financial status, and shall be included in the Secretary's minutes.
6. To submit their preliminary seasonal budget to the Treasurer, at least 60-days prior to the first day of registration, for review by the Treasurer for errors and omissions.
7. To submit to the Board for their approval, at least 30-days prior to the first day of registration a seasonal budget and the current "Policies and Procedures" manual for their respective sport and, upon approval of the budget, shall be responsible for the proper execution thereof.
8. To present to the Board before the beginning of the playing season the following:
 - Code of Conduct, signed by the Commissioner and all Directors.
 - A roster of all coaches and players.
 - A signed Code of Conduct for all coaches and players for all teams.
 - A copy of each sport's "Rules and Regulations".
9. To mediate disputes that cannot be resolved by Directors and, if necessary, elevate to the ARAA Board for issues that cannot be resolved within the program.

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10. To provide required information to the Communications Director for publication on the website or newsletter, such as, but not limited to: team standing, games, activities, and registration information.
11. To assist their respective Sports Directors as needed.
12. To perform such other duties as are specifically provided in the Articles and By-Laws and as shall be imposed upon him or her by resolution of the Board.

ARTICLE VII. COMMITTEES

Section 1. Executive Committee

The Executive Committee shall be comprised of the President, Vice-President, Secretary and Treasurer. The Executive Committee shall have and exercise the authority of the Board in the management of the Associations during the periods between meetings of the Board, taking such actions as may be necessary and appropriate. The Executive Committee shall at all times be subject to the control and direction of the Board, and shall maintain minutes of each meeting.

Section 2. Standing Committees: The following standing committees of the Association are established:

- (a) Sports Commissioner Committee: This committee shall be comprised of all sitting Sports Commissioners from the ARAA Board of Directors. Each committee member carries one vote. The President and Secretary of ARAA shall also sit on this committee to preside over and record the proceedings, but shall not have a vote.

The Sports Committee's purpose is for the initial consideration and determination of whether or not additional sports may be added to or dissolved from the ARAA offering, and preparing a written recommendation in the form of a motion to the ARAA Board of Directors. A quorum is 100% and all actions and recommendations to the Board must be by simple majority. The Sports Committee shall at all times be subject to the control and direction of the Board, and shall maintain minutes of each meeting. The Board shall be responsible for making the final decision as to whether or not additional sports may be added to or dissolved from the ARAA offering.

- (b) Individual Sports Committees: Each sport shall assemble a Committee whose purpose is to oversee each sport's operations within the approved seasonal budget. They shall also be a recommending body for their sport to the ARAA Board of Directors. Their purpose is to find consensus on program changes or additions that meet the needs of the sport, and prepare a written recommendation in the form of a motion to the ARAA Board of Directors when necessary. The Commissioner for each sport shall preside over these meetings and minutes shall be maintained.

Section 3. Other Committees

The Board of Directors may also, from time to time, appoint such other committees as it may deem proper, and may prescribe the functions and membership of such other committees.

ARTICLE VIII. CODE OF CONDUCT

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ARAA has established a Code of Conduct that it expects its players, coaches, parents and/or guardians, referees and spectators to abide by and understand the consequences of non-compliance.

The "Code of Conduct" as outlined within the Policies and Procedures Manuals of each individual sports program is for the express purpose of ensuring a safe and educational arena for our communities' youth sports programs. Before anyone is eligible to participate in an ARAA sports program each season, a signed acknowledgement of the Code of Conduct agreement must be on file with ARAA as outlined in the Policies and Procedures manual for each sport.

By signing the registration form and/or an individual sport's Code of Conduct agreement, it is an acknowledgment that a Code of Conduct was received, read and understood and certifies agreement to adhere to the principles outlined or be subject to the disciplinary actions stated in the Policies and Procedures Manual for each sport.

ARTICLE IX. INDEMNIFICATION

To the fullest extent permitted by the Minnesota Nonprofit Corporation Act, as amended from time to time, or by other provisions of law, each person who, from and after the adoption of these Bylaws, is a party or is threatened to be made a party to any threatened, pending or completed action, suite or proceeding, wherever and by whomsoever brought (including any such proceeding, by or in the right of the corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Member, director or officer of the corporation, or he or she is or was serving at the specific request of the Board of Directors of the corporation, shall be indemnified by the corporation by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that the indemnification shall apply only to the extent such person is not otherwise indemnified by any other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this Article shall inure to the benefit of the heirs, executors and administrators of such person and shall to claims against such person arising out of matters occurring subsequent to the adoption of this provision of the Bylaws.