

**BY-LAWS
OF
CHASKA BASEBALL ASSOCIATION**

**ARTICLE I
NAME AND LOCATION**

Section 1.01. Name – The name of the corporation shall be Chaska Baseball Association.

Section 1.02. Principal Office – Its principal mailing address shall be PO Box 441 Chaska, MN 55318.

**ARTICLE II
MEMBERSHIP**

Section 2.01 Qualifications. The members of this corporation will consist of two classes: (a) General Members, and (b) the Board of Directors. General Members shall consist of those residents of District 112 who are eighteen (18) years of age and older and who subscribe to the association's philosophy. In the event the members of this corporation wish to add additional members or otherwise alter or change the requirements for membership in this corporation, they may do so at a special meeting called for that purpose, or at any annual meeting of the members, by a majority vote of those members present. Any member may be expelled or removed from this corporation at duly convened annual or special meeting of the members, upon a two-thirds (2/3) vote of those members present.

Section 2.02. Annual Meeting. The annual meeting of the membership of this corporation shall be held in October of each year. At this meeting the Board of Directors shall be elected for the coming year and members shall be added or approved pursuant to the provisions of these By-Laws. Members shall also consider such other business as may properly come before the meeting, including a review of the past year's activities and budget.

Section 2.03. Special Meeting. Special meetings of the membership may be called by two-thirds (2/3) vote of the Board of Directors or by fifty-one percent (51%) of the General members. Such meetings shall be held at such time and place as may be designated on the corporation's website, which shall be given at least seven (7) days prior to the meeting. The meeting shall be held within the District 112 School District Boundary.

Section 2.04. Notice of Meeting. Notice of the annual meeting of the membership shall be given by the Secretary or other designee of the Board of Directors of the corporation, by both posting the meeting time and place prominently on the corporation's website and an email to the general membership at least 14 days prior to the meeting.

Section 2.05. Quorum: Required Vote. Except as otherwise provided in these By-Laws, a quorum for the transaction of business at any meeting of the membership shall consist of the lesser of thirty percent (30%) of the General Members or eight (8) Board Members. In the event that less than 30% of the General Members are present at a meeting, Board Members qualifying as General Members shall be permitted to vote in the election of Board Members.

Section 2.06. Voting. General Members of the corporation shall have the right to vote for election of the Board of Directors. The Board of Directors shall have the right to vote on any matter during Board meetings.

ARTICLE III

Board of Directors

Section 3.01. Membership and General Powers. The business of the corporation shall be managed by the Board of Directors. The Board of Directors shall consist of a maximum of sixteen (16) positions but there is no requirement that all sixteen (16) positions be filled at any one time. Each director's initial term shall be for a period of two (2) years in length. Each director may serve a maximum of 3 terms in a position.

Section 3.02. Regular Board Meetings. Regular Board Meetings will be held monthly. The meeting dates, times and location will be posted on the corporation's website. The monthly meeting schedule can be amended from time to time by a two-thirds (2/3) vote of the Board of Directors at any meeting.

Section 3.03. Special Meetings. Special meetings of the Board of Directors may be called by the President, or by any three (3) of the directors, and shall be held from time to time at such time and place as may be designated in the notice of such meeting.

Section 3.04. Notice of Meetings. Notice shall be given of each annual, regular and special meeting of the Board of Directors. Notice of each annual or regular meeting of the Board of Directors shall be given by the Secretary at least three (3) days prior thereto to each director. Notice of the special meetings shall be given to each director at least twenty-four (24) hours in advance by the President or Secretary. Such notice may be by mail, telephone, e-mail, fax or other electronic form.

Section 3.05. Waiver of Notice. Notice of any meeting of the Board of Directors may be waived either before, at, or after such meeting, in writing, signed by each director. A director, by his/her attendance and participation in the action taken at any meeting of the Board of Directors, shall be deemed to have waived notice of such meeting.

Section 3.06. Quorum; Required Vote; Manner of Voting. Except as otherwise provided in the By-Laws, a quorum for the transaction of business at any meeting of the directors shall consist of fifty-one (51%) of the entire membership of the Board, and except as otherwise set forth in these By-laws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 3.07. Method of Selection. Thirty (30) days prior to the annual meeting of the General Members, the President shall make known, by publication and/or mail/e-mail, that the Board of Directors is receiving nominations for directors, and that those having an interest in so serving shall submit their name. At the annual meeting of the General Members, or at any meeting when electing a Board member to complete the term of a vacant position, the Board shall consider and propose as nominees, all candidates who have submitted their name for consideration. Board members elected at the annual meeting shall take office immediately upon expiration of the terms of their predecessors in office.

Section 3.08. Removal. Any occupied seat on the Board of Directors may be declared vacant by a two-thirds (2/3) vote at any annual, regular or special meeting of the Board, provided that all members of the Board shall have received seven (7) days notice of such proposal to declare a seat vacant. Delegation of such a vacancy shall constitute a removal of the director holding such seat.

Section 3.09. Executive Committee. The Board of Directors, by a majority vote of the quorum membership of the Board, may establish an executive committee consisting of three (3) or more directors. Such committee may meet at slated times or on notice to all members. During the intervals between meetings by the Board of Directors, such committee shall advise and aid the officers of the corporation in all matters concerning the business and affairs of the corporation and generally perform such duties and exercise such powers as may be directed or deleted by the Board of Directors from time to time. The Board of Directors may, by a majority vote of the entire membership of the Board, while the Board of Directors is not in session. Vacancies in the membership of the committee shall be filled by the Board of Directors at a regular meeting or at a special meeting called for that purpose. A quorum of transaction of business shall consist of a majority of the executive committee.

Section 3.10. Other Committees. The Board of Directors establish other committees from time to time making such regulations as it deems advisable with respect to the membership, authority and procedures of such committees. These committees need not be composed of members of the Board of Directors of the corporation, and shall endure only for the length of time specified in the resolutions creating them, or until a specific function of those resolutions direct them to perform are completed. Unless otherwise provided in the resolutions designating a committee, a majority of the whole committee shall constitute a quorum, and the majority vote of the members of the committee present at a meeting shall be sufficient to take any actions. All committees shall render reports of their activities to the full Board of Directors. In the event the Board of Directors authorizes and appoints an advisory committee to the Board of Directors, it shall be subject to the provision of this section.

Section 3.11. Written Action. Any action which might be taken at a meeting of the Board of Directors or any duty constituted committee thereof, may be taken without a meeting if done in writing and signed by all the directors or committee members.

ARTICLE IV OFFICERS

Section 4.01. Titles, Qualifications. The officers of the corporation shall be a president, vice-president, secretary, treasurer, communication director, and such other officers or agents as may from time to time to be elected by the Board of Directors. The President, Vice-President, Secretary, Treasurer and Communications Director shall be elected by the Board of Directors. No person shall hold two (2) offices at the same time.

Section 4.02. Election, Terms of Office and Qualifications. At each annual meeting of the Board of Directors, the Board shall elect, for a term of one (1) year, all officers of the corporation. The officers shall hold office for said one (1) year term or until their successors are duly elected and qualified. The Board of Directors shall fix the compensation, if any of the various officers.

Section 4.03. Removal and Vacancies. Any officer may be removed from his/her office by the vote of two-thirds (2/3) of the entire membership of the Board of Directors, with or without cause, and no officers shall be granted any contractual right to office. If there is a vacancy among the officers of the corporation by reason of death, resignation or otherwise, such vacancy shall be filled for the unexpired term of the Board of Directors.

Section 4.04. President. The President shall be the chief executive officer of the corporation with the primary responsibility for the governmental and community relations, for community services, and for program expansion. He/she shall preside at meetings of the membership and see to it that all orders and resolutions of the Board of Directors are carried into effect. He/she shall be a member ex-officio of all committees. He shall have all powers necessary to execute legal documents, to make deposits in or withdrawals from corporate accounts, to hire or fire employees and, in general, shall perform all duties usually incidental to the office of president or necessary to the discharge of the duties of his office. He/she shall have such other duties as may from time to time be prescribed by the Board of Directors.

Section 4.05. Vice-President. The Vice-President shall perform the duties of the President in the event of the President's absence or inability to act. In addition, he/she shall have such powers as may be assigned to him by the President or by the Board of Directors from time to time.

Section 4.06. Secretary. The Secretary shall be secretary of the meetings of the members and the Board of Directors and shall record all proceedings of such meeting in the official minutes of the corporation. The Secretary shall be responsible for overseeing the administrative records maintained by the Board of Directors and by all committees, officers, and employees if the corporation, and shall see to it that all minutes of the meetings are kept. The secretary shall give proper notice of meetings of members and directors unless the president shall have delegated this duty to another person. The Secretary shall perform such other duties as may from time to time be prescribed by the Board of Directors or the president.

Section 4.07. Treasurer. The Treasurer shall cause to be kept accurate accounts of all monies of the corporation, received or disbursed, and shall render to the president and the directors, whenever required, an account of the financial condition of the corporation and shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the president. He shall be responsible for supervising the receipt, deposit and disbursement of the funds of the corporation in accordance with the policies established by the Board of Directors.

Section 4.08. Other Officers. From time to time the Board of Directors may elect other officers to perform the duties that become necessary to the management of the corporation and accordingly fix their tenure and compensation, if any.

ARTICLE V SEAL, BOOKS AND RECORDS, AUDIT, FISCAL YEAR

Section 5.01. No Seal. The corporation shall have no seal.

Section 5.02. Books and Records. The Board of Directors of the corporation shall cause to be kept:

- (1) Correct and complete books of account; and
- (2) Minutes of proceedings of meeting of members, the Board of Directors and committees having any of the authority of the Board if Directors.

Section 5.03. Audit. The Board of Directors shall cause the records and books of account of the corporation to be audited at such times as it may deem necessary or appropriate.

Section 5.04. Examination to Members and Directors. Examination to Members and Directors. Every member or director of the corporation shall have a right to examine, in person or by agent or attorney, at any reasonable time or times, for any proper purpose, and at the place or places where usually kept, all books and records of the corporation and to make extracts therefrom.

Section 5.05. Information to Members and Directors. Upon request by a member or director of the corporation, the corporation shall furnish to him a statement showing the financial results of all operations and transaction affecting income and surplus during the corporation's last annual accounting period and a balance sheet containing a summary of its assets and liabilities as of the closing date of such accounting period.

ARTICLE VI PARLIAMENTARY PROCEDURE

Section 6.01. The meetings of the membership of the corporation, as well as the meetings of the Board of Directors and the standing committees shall be governed by Roberts Rules of Order Revised.

ARTICLE VII AMENDMENTS

Section 7.01. These By-Laws may be amended, altered, or replaced and new By-laws may be adopted by the voice of two-thirds (2/3) of the entire Board of Directors or upon the vote of two-thirds (2/3) of those members present at any annual, regular or special meeting provided that written notice of such proposed amendment shall have been given in the notice of the meeting.

Section 7.02. The articles of Incorporation may be amended, altered, repealed or substituted for, and new articles adopted as provided by law.

**ARTICLE VIII
MISCELLANEOUS**

Section 8.01. Fiscal Year. The fiscal year of this corporation shall end on December, 31.

Section 8.02. Corporate Books. All proper and necessary books of account and other books requisite to a full and complete record of the business transaction by the corporation shall be kept in such manner as is usual in like corporation or as shall be directed by the Board of Directors.

Section 8.03. Checks, Drafts, Etc. All checks, drafts or other order for the payment of money, notice other evidences of indebtedness issued in the name of the corporation, shall be signed by the officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 8.04. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 8.05. Singular. In the event the corporation shall be one shareholder or one director, these By-Laws shall be read in the singular.

Adopted this 16TH day of OCTOBER, 2021.



JATE BRANDT, PRESIDENT CBA