

Bylaws of the Stillwater Girls Basketball Association¹

ARTICLE I: MISSION STATEMENT

St. Croix Valley Girls Basketball, Inc., referred to as the “Stillwater Girls Basketball Association,” or “SGBA” - has been organized to benefit the girls of our community by providing means for their athletic and social development through organized basketball. The goal is to recognize the importance of all individuals and to conduct our programs in a manner that provides the opportunity for the development of all participants. Our programs are organized to provide girls an opportunity to participate in a competitive level of basketball to prepare them for Varsity level play at Stillwater High School.

ARTICLE II: BOARD OF DIRECTORS

Section 2.1 Responsibility

The Board of Directors is charged with the overall responsibility for the affairs of SGBA including, but not limited to, adoption, approval and enforcement of all policies and procedures in the best interest of SGBA. Directors must know, comply with, and support the Bylaws and all operating agreement(s), the Handbook, code(s) of conduct, and policies and procedures of the SGBA. Directors have a duty to act in the best interests of the program overall.

Section 2.2 Organization

The Board of Directors shall consist of seven (7) members. The Board of Directors shall include 4 officers with remaining Directors serving at-large. Officers include President, Vice President, Treasurer and Secretary.

Section 2.2.1 President

The President will manage SGBA activities; will be responsible for acquiring background checks for coaches and Board of Directors; will appoint committees as necessary; will be the liaison between SGBA, High School Coaches, Athletic Director, Community Education, MYAS and other traveling basketball associations; and In the absence of the Treasurer, the President may issue payments for expenditures.

¹ The Stillwater Girls Basketball Association is formally known as the St. Croix Valley Girl’s Basketball, Inc., which is a Minnesota non-profit corporation with Articles of Incorporation dated January 12, 1994. These Bylaws and all other governing documents may refer to either name interchangeably.

Section 2.2.2 Vice President

The Vice President will be responsible for assisting the President in any manner deemed appropriate and necessary, and will be the primary contact/mediator for parent disputes and/or complaints.

Section 2.2.3 Treasurer

The Treasurer will be responsible for SGBA finances including payment of all approved expenditures and accounting of income from program registrations, tournaments, sponsors, and other sources. This position is responsible for all cash needs at registrations, tournament ticket and concession facilities and picture session. The Treasurer will issue a Treasurer's report at the annual board meeting and at monthly Board meetings. This report will include a balanced check register and bank reconciliation. The Treasurer is responsible to review, monitor and maintain proper insurance coverage.

Section 2.2.4 Secretary

The Secretary will be responsible for all reporting and record keeping functions of the organization, including creating and maintaining a database of players, coaches, etc.; will prepare and distribute SGBA meeting minutes and agendas.

Section 2.2.5 Directors at Large

Directors at Large are voting Board members who will attend board meetings and cast votes on open issues in the best interest of all players. Directors at large may also be involved in any of the activities listed in Section 2.2.6.

Section 2.2.6 Other Board Duties

All Directors are expected to actively participate in Board and program activity. Directors may be representatives of an assigned grade level and may act as the liaison for all teams for their corresponding grade level. All Directors are responsible and expected to assist with the coordination and operation of the Home Tournament.

Other duties will be assigned by the President may include but are not limited to:

- Tournament Director
- Website (including Trusted Coaches coordination)
- Uniform/apparel coordination
- Tryout Coordinator

- Practice/Gym Scheduler
- MYBA Liaison
- Midwest 3 on 3 Coordinator
- Home Tournament Concessions
- Home Tournament Trophies
- Home Tournament Vendors
- Team Pictures
- Coaches Equipment
- Social Media/Public Relations

Section 2.3 Term

Subject to the 2025-2026 Operating Agreement Addendum, each Director shall serve for a term of 3 years beginning August 1 and ending July 31. It is the intent that one to four Director positions come up for renewal each year, alternating thereafter. Outgoing are expected to provide transitional support to the new Directors as needed for a smooth transition.

Section 2.3.1 Term Limits

Subject to the 2025-2026 Operating Agreement Addendum, a Director can only serve four consecutive terms.

Section 2.4 Vacancies

Vacancies on the Board of Directors by reason of death, resignation, removal, or disqualification shall be filled by appointment and majority vote of the Board of Directors.

Section 2.5 Removal of Board Member

A Director may be removed at any time, for just cause, by the majority vote of the Board. Just cause may include, but is not limited to, failure to actively participate in Board and program activity, or failure to meet any duties set forth in these Bylaws. Any member of the SGBA may submit a petition for removal of a Director for failure to meet his or her responsibilities set forth in these Bylaws.

Section 2.6 Elections

Open Board of Director positions will be communicated by the President to members prior to the annual member meeting.

Candidates for the Board Directors are identified prior to the annual meeting and elected by a majority vote of the incumbent Board prior to the annual meeting. Board members will be announced at the annual meeting.

Existing Directors members may be requested to fulfill an additional term if no candidates are identified for their positions.

Directors must pass a background check. Director candidates should have the capacity to dedicate volunteer time to Board and program for a minimum of one three-year term, and the ability to meet the expectations of a Board member set forth in these Bylaws.

Officer positions are voted on by the Board each year.

ARTICLE III: BOARD OF DIRECTORS' MEETINGS

Section 3.1 Regular Meetings

Regular meetings of the SGBA Board will be held monthly or as necessary. The meeting may be cancelled if there are no items to be discussed. All meetings will be set in advance with notice given to all Directors for closed meetings, and to all Directors and members for open meetings.

Section 3.1.1 Non-Board Member Meeting Attendance

Board meetings may conducted in session(s) open to the public/SGBA membership, or in closed session(s), at the discretion of the Board. Matters subject to open session include finances and general business. Transparency in operation of meetings and Board business is encouraged. Requests to present at a Board meeting should be sent to the Secretary.

Section 3.2 Special Meetings

A special meeting of the SGBA Board may be called for any purpose at any time by any Director. Notice of such special meeting is to be given to all Directors with not less than seven days' notice prior to such meeting, unless this notice requirement is waived by all Directors.

Section 3.3 Other Meetings

Meetings of any identified sub-committee or groups will be held as called by the appointed Director or committee chairperson.

Section 3.4 Quorum

There must be a minimum of 2/3 of the full Board of Directors present before any issue can be voted on. Issues requiring a vote without the minimum number of Directors present must be tabled until the next meeting.

Section 3.5 Action without a Meeting

Any action required or permitted to be taken at a Board meeting may be taken, without a meeting, by written/electronic action agreed upon by a majority of the Directors.

Section 3.6 Records

Board approved meeting minutes, financial reports, operating agreements, policies and procedures, and all other official records of the SGBA must be made available to SGBA members.

Section 3.7 Committees

The President of the Board may create standing or ad hoc committees, which must include at least one Director, and may include SGBA members or members of the public. Inclusion of SGBA members in committees is encouraged. Committees report to the Board of Directors.

ARTICLE IV: MEMBERS

Section 4.1 SGBA Membership

Any adult who resides in or works for District 834 and has a child in the program shall be considered a member.

Section 4.2 Annual Meeting of Members

An annual meeting of the members shall be held each year. Each annual meeting shall be held on such date and such hour and place as the Board of SGBA may designate, for the purpose of reporting on the activities and financial condition of SGBA and for the purpose of transacting such other business as may properly come before the meeting.

ARTICLE V: PLAYER PARTICIPATION IN SGBA

Section 5.1 Eligibility

To be eligible to participate in the SGBA, a player must be female with paid registration for SGBA, and she must meet the criteria set forth by the Minnesota Youth Basketball Alliance. Further eligibility requirements may be set forth in the Stillwater Girls Traveling Basketball Program Handbook.

ARTICLE VI: HANDBOOK

Section 6.1

The Board will publish the Stillwater Girls Traveling Basketball Program Handbook, which will include policies and procedures governing a variety of matters including tryouts, games, practices, code of conduct, parent and player responsibilities, etc. The Board will review, update, and approve the Handbook annually and make available to all SGBA members.

ARTICLE VII: COACHES

Section 7.1 Qualifications

Coaching candidates should have a basic knowledge of basketball and possess good administration and management skills and must pass a background check.

Section 7.2 Selection Process

Members of the Board of Directors will interview each applicant and will select all coaches for travel teams. If there are not enough applicants to fill all the open positions, the Board will be required to recruit qualified individuals for those open positions.

Section 7.2.1 Application Process

Potential coaches will complete an application form and submit to the Board for review, and will be subject to an interview process by the members of the Board

All applications must be submitted to the Board by the application deadline date.

Coaches are approved for the current season only and must be approved each year to continue in the traveling program.

To be considered, a coach is not required to stay with the same team he/she coached the prior year(s).

The Board, with input from a team head coach, will select an assistant coach or coaches.

Section 7.3 Coaches' Responsibility

Coaches are role models for their team. They must treat all team players with respect. Coaches will be held accountable to the Board for their actions and for their assistant coach's actions on and off the court. All coaches shall follow SGBA policies and directives. Non-compliance by any coach will be grounds for disciplinary action by the Board. All

coaches will be encouraged to attend all meetings and training as deemed necessary by the Board.

Section 7.4 Termination

The Board has the authority to terminate and replace coaches who are not meeting his or her duties and expectations, or exhibit inappropriate behaviors, as determined by the Board at any time. A coach subject to termination has the right to appeal the decision at a regular Board meeting.

ARTICLE VIII: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 8.1 Deposits

All funds of the SGBA shall be deposited from time to time to the credit of the SGBA in such banks, trust companies or other depositories as the Board of Directors may select.

Section 8.2 Gifts

The Board of Directors may accept on behalf of the SGBA any contribution, gift, bequest or devise for the general purposes or for any special purpose of the SGBA, from any non-SGBA Director.

ARTICLE IX: FISCAL YEAR

The fiscal year of the SGBA shall begin on the first day of July and end on the last day of June in each year. Taxes are paid on a calendar year basis.

ARTICLE X: WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Minnesota Non-Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the SGBA, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI: INDEMNIFICATION

Section 11.1 General

SGBA shall indemnify its officers, Directors, committee members, employees, and agents in the manner set forth in Minnesota Statutes 317A.521, provided SGBA has made such determination or determinations, if any, as it may reasonably require to establish that the standards set forth in Minnesota Statutes 317A.521, Subd. 2, have been met. In addition, SGBA may, in the sole discretion of its Board of Directors, indemnify such persons or any

other person under such circumstances or different circumstances as the Board shall deem appropriate, as long as the Board reasonably believes such indemnification to be in the best interest of the SGBA.

Section 11.2 Rights Not Exclusive

The indemnification provided by this article shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. Nothing contained in this Article shall affect any rights to indemnification to which SGBA personnel other than Directors and officers may be entitled by contract or otherwise by law.

Section 11.3 Insurance

SGBA will buy and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of SGBA, or is or was serving at the request of SGBA as a Director, officer, employee or agent of another Corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her, and incurred by him or her in any such capacity.

ARTICLE XII: MISCELLANEOUS ISSUES

Section 12.1 Amendment of Bylaws

These bylaws may be amended or repealed at any time by the affirmative vote of a majority of the Board of Directors at any regular meeting or at any special meeting, if at least seven days' notice is given of intention to alter or amend or repeal or to adopt new bylaws at such meeting, and such Bylaws will become effective immediately upon their adoption unless otherwise indicated.

Section 12.2 Fees

Each year the Board will be responsible for determining the player's fee for participants in the program. Registration fees, and any other fees due, must be paid before a player is allowed to participate in any practice or tryout for any travel team.

If a family has difficulty in meeting the financial commitment, they will need to speak to the President or Treasurer to set up a fee schedule (periodic payments) or to discuss alternative fundraising options available through SGBA. No player will be unable to participate due to financial circumstances. Financial arrangements will be kept in the strictest of confidence. Players (families) granted an alternative financial arrangement may be required to participate in additional fundraising activities in lieu of the monetary fee. Final approval by the Board is required for all alternative financial arrangements.

Section 12.3 Issues Not Covered

Any issues not covered under these Bylaws or not covered in the operating agreement addendum, the Handbook, or policy & procedure will be decided solely by the Board of Directors.

Approved and adopted by a vote of 6 (yes) and 0 (no) by the Board of Directors at a duly-called meeting on August 19, 2025.

**2025-2026 Operating Agreement Addendum
to the Stillwater Girls Basketball Association (SGBA) Bylaws**

To support an orderly transition from SGBA current operating practices and the previous version of the SGBA Bylaws to a new version of SGBA Bylaws, the Board of Directors has determined it is necessary to adopt this 2025-2025 Operating Agreement Addendum to the newly adopted SGBA Bylaws.

Article I: Current Board Members (2025-2026 Operating Year)

The following individuals are confirmed as members of the SGBA Board of Directors for the 2025-2026 operating year, and each Director's current term is considered his or her first term:

- Michael Thro (term expiring 2028)
- Jessie Stomski-Seim (term expiring 2026)
- Allison Peper (term expiring 2027)
- Jeff Oian (term expiring 2028)
- Matt Shelton (term expiring 2028)
- Eric Welshons (term expiring 2027)
- Open & to be filled subject to Bylaws (term expiring 2028)

Article II: Officers (2025-2026 Operating Year)

The following individuals are confirmed as Officers:

- President – Mike Thro
- Vice President – Eric Welshons
- Secretary – Allison Peper
- Treasurer- Matt Shelton

Article III: Supersession

This Addendum shall be considered an integral part of the SGBA Bylaws and shall supersede any conflicting provisions within the Bylaws as specified herein. All other provisions of the SGBA Bylaws not amended by this Addendum shall remain in full force and effect for the 2025-2026 operating year and beyond.

Article IV: Effective Date

This Addendum is effective as of August 19, 2025.

Adopted By:

Stillwater Girls Basketball Association Board of Directors

Date: August 19, 2025