

**VALLEY ATHLETIC ASSOCIATION  
BY LAWS**

**ARTICLE 1: ORGANIZATION**

1.1 The Corporation shall be open to all households within Minnesota Independent School District #196. The Board of Directors shall manage the affairs and business of the Corporation.

**ARTICLE 2: MEMBERSHIP**

2.1 (Individual Members) An individual member shall be defined as one who does not have any dependents enrolled in any VAA activity, is eighteen (18) years or older and wishes to be a part of VAA functions. Such members shall pay a minimum of \$5.00 per calendar year to retain their membership.

2.2 (Household Members) A household member shall consist of a household that has a child enrolled in a VAA activity during the calendar year.

2.3 (Business Members) A business member shall be any business, firm or organization who has paid the yearly business membership dues. The minimum amount required for a business membership is \$35.00 per calendar year. There shall be no other requirements for business membership.

2.4 (Honorary Member) A person may be selected as an honorary member by unanimous vote of the Board of Directors present at a meeting of the Board: Provided, however, that written notice of such proposed election shall be given to each Board member one week before said meeting. Honorary members shall be exempt from payment of dues and shall enjoy all of the privileges of Individual Members except that they may not vote or hold office, nor shall they have any right or interest in the property or assets of the Corporation.

2.5 (Voting)

(01) Each individual member, household member, and business member of the Corporation shall have one (1) vote. (A household member shall have one vote, which may be cast by one household member.) A member must be present to vote and no proxies shall be permitted.

(02) A majority vote of those members entitled to vote and present at the meeting, a quorum being present, shall be the act of the meeting.

(03) At all elections of directors, the voting shall be by ballot.

**ARTICLE 3: ANNUAL DUES**

3.1 Individual and Business memberships will be required to pay dues in accordance with articles 2.1 (individual) and 2.3 (business).

3.2 The fiscal year of the Corporation shall be January 1 through December 31.

#### **ARTICLE 4: DIRECTORS**

4.1 (Number, Qualifications, etc.) The property, affairs and business of the Corporation shall be managed by a Board of Directors consisting of the Corporation's President, Vice President, Secretary, Treasurer, and Eight (8) other duly elected Directors. A majority of the directors in office shall be necessary to constitute a Quorum for the transaction of business.

4.2 (Meetings) The Board of Directors shall meet on the first Wednesday of each month, and at any other time, at the call of the President, or any two members thereof, provided notice shall be given to each member of the meeting.

(01) Meetings shall be held in compliance with Robert's Rules of Order.

4.3 (Election of Officers) The Board of Directors shall each year at their October meeting elect from the Board's membership a President, for the following year, term to commence January 1.

4.4 (Election of Board Members)

(01) Nominating committee. The Executive Committee shall appoint a three (3) member nominating committee, one of which shall be a member of the Board of Directors. The nominating committee shall be appointed at least ninety (90) days prior to the Annual Meeting and shall submit a minimum of ten (10) candidates, (striving for diversity) to the Secretary who shall make public at least fifteen (15) days prior to the Annual Meeting, the list of nominees.

(02) At least Fifteen prior to the Annual Meeting, any individual member may nominate a candidate or candidates for the Board of Directors other than those named by the nominating committee provided that the members who are nominated are in good standing with the Corporation.

(03) The Membership shall each year at their Annual Meeting in November elect directors from the list of nominees.

a. There will be eight (8) positions that will come up for election each year. (Four two-year terms and four one-year terms)

b. There will be an open election, meaning that candidates will not run for a one or two year terms, but they will run for a Board position.

c. The eight candidates receiving the highest number of votes will serve on the VAA Board. The results of the election will be announced the evening the election occurs.

d. Before the first meeting of the New Board in December of each year the elected with the highest number of votes will be given a choice of taking a one or a two year term position. The next highest candidate will be given the same option. This process will continue until all of the two-year term positions have been filled.

e. In the event that not all of the two-year term positions are filled through this process, the elected with the highest number of votes and not in a two-year position will be placed in the two-year term position.

f. This position would then be open for election the following year as a one-year position.

g. The results of this process will be finalized in the VAA Board meeting in December of each year and will be made known to all members by the end of January of the following year. (Board meetings are open to all VAA members).

(04) A member of the Corporation cannot serve more than two (2) successive full terms as President or Vice President.

(05) No more than one member of a VAA member family may participate as a candidate for Board of Director's elections.

(06) No more than one member of a VAA member family may participate as a Director or Officer of the Board of Directors.

(07) The new Board of Directors shall elect at their first meeting a Vice President Secretary, Treasurer to service during the next two (2) corporate years which shall correspond with the fiscal years.

Waiver to 4.4: A waiver was granted at the Annual Meeting (November, 1994) by a General Membership vote to allow less than fifteen (15) Board candidates due to the lack of candidates. Various methods of media were used to seek candidates prior to the Board of Directors making this request of the General Membership. The waiver was requested and granted for only the 1994 election.

4.5 (Duties of the Board of Directors) The Board of Directors shall:

(01) Perform all duties specifically delegated to it in the Articles of Incorporation or in other Articles of the By-Laws.

(02) Approve all contracts necessary for the transactions of all business.

(03) Fill vacancies among the Officers of the Corporation by vote of a majority of those present at a regular monthly meeting.

(04) Make rules for the conduct of the members of the Corporation and for the use of the Corporation's property.

(05) Fix and enforce penalties for the violations of such rules or of the Articles or By-Laws.

(06) Prescribe and publish rules regulating the use of the equipment and facilities of the Corporation, both by members and participants in the sports program.

(07) Appoint delegates of committees to confer with other associations or clubs on any matter in which this Corporation may be concerned.

(08) Make, alter, and amend rules for its own procedure and enforce penalties for the violation of such rules.

(09) Approve appointments of special representatives of committees appointed by the President and define the duties and powers of such appointees.

(10) Have complete jurisdiction over the Corporation's finance and have exclusive power to make or authorize appropriations.

(11) Have the general power to manage all the affairs of the Corporation on any and all questions relating thereto, when not in conflict with the Articles of Incorporation or By-Laws.

(12) Make a report of the Corporation's and Board's activities during the preceding year at the Annual Meeting and recommend such proposal as the Board deems advisable.

(13) Have final authority over all activities, events, or clinic involving VAA name, facilities, funds or equipment.

## **ARTICLE 5: DUTIES OF OFFICERS AND BOARD OF DIRECTORS**

### 5.1 (Duties of Officers)

#### (01) The President shall:

a. Preside over all annual and special meetings of the general membership of the Corporation and the Board of Directors.

b. Enforce all laws, rules, and regulations of the corporation.

c. Sign all written contracts and obligations of the Corporation with the Secretary of the Corporation subject to the approval of the Board of Directors of the Corporation.

d. Appoint the chairman of standing committees of the Corporation with the Secretary of the Corporation subject to approval of the Board of Directors of the Corporation.

e. Appoint the members of such other special committees, as he may deem necessary, with the approval of the Board of Directors of the Corporation.

f. Have power to change the personnel of any committee over which he has the power of appointment, with the approval of the Board of Directors.

g. Have the power to invite persons not members of the Corporation to attend regular or special meetings of the Corporation or the Board of Directors, subject to approval of the Board of Directors.

h. Perform such other duties as are specifically provided in the Articles and By-Laws and as shall be imposed upon him by resolution of the Board of Directors.

i. Issue a current copy of the By-Laws of the Corporation to each officer and director of the Corporation no later than the second meeting of the corporate year.

j. Have the power to remove a Board Member with unanimous approval of the remaining Board Members including the President's vote.

k. Act as parliamentarian at all regular and special meetings of the Corporation and Board of Directors.

(02) The Vice President shall:

- a. Perform all duties of the President in the absence of the President.
- b. Be a member ex-officio of all committees.
- c. Perform such other duties as are specifically provided in the Articles and By-Laws and as shall be imposed upon him by resolution to the Board of Directors.

(03) The Treasurer shall:

- a. Perform all duties of the President in the absence of both the President and Vice-President.
- b. Keep account of all monies received by him and deposit same in the name of the Corporation in such depository as shall be designated by the Board of Directors.
- c. Keep account of money disbursed upon checks and vouchers duly signed by the Treasurer plus either the President or specifically appointed Board Member.
- d. Submit detailed audit of annual financial statement of the Corporation for the preceding fiscal year at the first Board of Directors meeting of each fiscal year.
- e. Submit detailed financial statement of the preceding month at each monthly meeting of the Board of Directors for their approval.
- f. Serve as co-director of the Finance Committee.
- g. Perform such other duties as are specifically provided in the Articles and By-Laws and as such be imposed upon him by the Board of Directors.

(04) The Secretary shall:

- a. Perform all duties of the President in the absence of the President, Vice President, and Treasurer.
- b. Conduct the official correspondence of the Corporation.
- c. Keep the corporate seal of the Corporation, which shall consist of a circular disc enclosing the word, "VALLEY ATHLETIC ASSOCIATION, APPLE VALLEY, MINNESOTA, Corporate Seal", and containing in the center thereof an imprint of the Corporation.
- d. Sign all written contracts and obligations of the Corporation together with the President.
- e. Keep all records, books, documents, and papers relating to the Corporation in such place and form, as shall be designated by the Board of Directors.
- f. Arrange to secure such bonds as may be required by the Board of Directors for all officers and employees of the Corporation who have custody or control of any Corporation funds.
- g. Serve as co-director of Public Relations and Publications Committee.

h. Perform such other duties as are specifically provided in the Articles and By-Laws and as shall be imposed upon him by the Board of Directors.

i. Update and present at each meeting a cumulative list of changes, additions or deletions affecting:

1. The operation of the Board.

2. Specific VAA programs. (Vote count and date must be included.)

## 5.2 Duties of the Remaining Directors

(01) The duties of the Board of Directors shall be appointed by the Executive Committee.

## 5.3 Duties of Officers and Board of Directors

(01) The Executive Committee of the Board of Directors of Valley Athletic Association, consisting of President, Vice-President, Treasurer, and Secretary are hereby granted joint powers to secure bank funds in the name of Valley Athletic Association, as deemed necessary by its Board of Directors. Signatures of all four officers must appear jointly on all said documents.

## **ARTICLE 6: ANNUAL MEETING**

6.1 (Notice of Meetings) The annual Meeting shall be held in the month of November with notification published at least on (1) week in advance. Such notice to contain the agenda of points to be covered in the Annual Meeting.

6.2 (Presiding Officer) In the absence of the President, Vice-President, Treasurer and Secretary, members present shall elect a chairman to preside at the meeting.

6.3 (Quorum) A quorum shall consist of at least twenty-five (25) members of the Corporation. If no quorum be present at the meeting, the presiding officer shall adjourn such meeting for one (1) week and if no quorum be present at a special meeting, the presiding officer shall adjourn the meeting sine die.

## **ARTICLE 7: AMENDMENTS TO THE BY-LAWS**

7.1 Amendments to these By-Laws may be made at any Special or Regular General Membership meeting of the Corporation by a vote of a majority of the members present; provided that the call for such Special and/or Regular General Meeting must specify in accurate detail, the nature of the change proposed.

Revisions to the VAA By-Laws as submitted to and approved by members at the November 1995 meeting have been incorporated into the above revision dated December 6, 1995.

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