

PROPOSED BYLAWS
OF THE
MINNESOTA STATE HIGH SCHOOL
NORDIC SKI COACHES' ASSOCIATION

ARTICLE I

Registered Office

The primary office of this Organization, at which the general business of this Organization shall be transacted and where the records of this Organization shall be kept, shall be located at the home or office of the then-serving President of the Organization.

ARTICLE II

Members

2.1 Classes and Qualification of Members. The membership of the Organization shall consist of the following classes of members:

A. General Members – any individual who has paid dues owed for the then-current year and is a coach or assistant coach for a Minnesota high school nordic ski team or any other member of the public who is interested in the goals of the Organization. For purposes of these Bylaws, “General Members” are sometimes referred to simply as “Members.”

B. Coaching Members – any individual who is a General Member and is a Head Coach for a Minnesota high school nordic ski team.

2.2 Voting Rights. Members are entitled to vote and have equal rights and preferences in matters not otherwise provided for by these Bylaws.

2.3 Term and Termination of Membership. The term of membership shall be from August 1 of each year through July 31 of the following year. Membership shall terminate at the end of each term of membership and shall be reinstated upon payment of dues. A Member shall not otherwise be expelled or suspended, and a membership may not be otherwise terminated or suspended except where the Member is given:

1) not less than fifteen (15) days' prior written notice of the expulsion, suspension, or termination, and the reasons for it; and

(2) an opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension, or termination by a person authorized to decide that the proposed expulsion, termination, or suspension not take place.

2.4 Membership Meetings. Regular meetings of Members shall be held semi-annually. The spring meeting shall be held on the third Saturday in April in each year or such other time as the Executive Committee shall determine. The fall meeting shall be held on the fourth Saturday in October in each year or such other time as the Executive Committee

shall determine. There shall also be a winter meeting held at the time of the State Meet for any Member present, but such meeting shall only be advisory in nature. Members shall be given at least one month notice of the date, time and location of meetings. All meetings of the Members shall be conducted in conformance with Robert's Rules of Order.

2.4.1. If a regular meeting of the Members has not been held during the preceding seven (7) months, at least fifteen (20) members with voting rights or ten percent (10%) of the Members with voting rights, whichever is less, may demand a regular meeting of the members by written notice of demand given to the President or the Treasurer of the Organization. Within fifteen (15) days after receipt of the demand, the Executive Committee shall cause a regular meeting of Members to be called and held on notice no later than forty-five (45) days after receipt of the demand.

2.4.2 The business conducted at every meeting of the Members shall include the following items, if necessary:

1. Consideration of minutes
2. Reports of officers and advisory committee (include Treasurer's report)
3. Election of new officers or advisory committee members
4. Unfinished business
5. Presentation of new proposals
6. New Business
7. Adjournment

This order of business is subject to change by the Members present at any given meeting without the necessity of amending these Bylaws.

2.5 Quorum. Unless otherwise provided by law or by these Bylaws, a quorum for a meeting of General Members is forty percent (40%) of the Members who would be entitled to vote at the meeting.

2.6 Entitlement to Vote. General Members shall be entitled to one vote on any matter properly presented to the Membership; provided however, that only Coaching Members shall be entitled to vote on Proposals, as used in Article VI of these Bylaws.

2.7 Proxy Voting. Voting by proxy shall be permitted, subject to the following rules: All proxies shall be in writing signed by the Member granting the proxy. Proxies may be limited to certain matters and may be revoked either in writing or by the presence of the Member who has granted the proxy at a meeting of the Members. Proxies shall not be counted in determining a quorum.

2.8 Action of Members. Except where a larger percentage or number is required by law, these Bylaws, or other action by the Members, the Members may take action by the affirmative vote of a majority of the Members present at a duly held meeting.

2.9 Electronic Voting. Electronic voting, either through the Organization’s website or via e-mail shall be permitted subject to the restrictions that no Member could vote twice using any combination of electronic and/or in-person voting; and that electronic votes shall not be counted in determining the presence of a quorum.

ARTICLE III

Offices

3.1 Offices and Tenure of Office. The offices of the Organization shall be a President, a President-Elect, a Past-President, a Treasurer, and a Secretary. The term for each office shall be two years, beginning and ending at the spring meeting of the even numbered years. Nominations for President-Elect, Treasurer and Secretary shall be accepted at the Spring Meeting of even numbered years; elections shall be held at the Fall Meeting of the even numbered years. The President-Elect shall succeed to the office of the President at the conclusion of the Spring Meeting at which a new President-Elect is elected; the out-going President shall then take the office of Past-President; the out-going Past-President shall then be discharged from his or her duties. An Officer shall hold office for the term for which he or she was elected and until the end of the meeting at which his or her successor has been elected and until such successor has qualified, or until the Officer’s prior death, resignation or removal.

3.2 Duties. The duties of the officers of this Organization shall be:

(a) President – The President shall preside at all meetings of the Organization and shall be the main vehicle of communication between coaches and the association at large. He/she shall serve as the liaison between the League, the Coaches Association and this Organization. The President shall submit Proposals and other recommendations to the League Board of Directors by Feb. 15 of each year as needed and shall attend League meetings pertaining to any such Proposal or recommendation. The President shall also submit articles for each issue of the Minnesota Prep Coach newsletter and update the Organization’s website as needed through the website manager.

(b) President-Elect – The President-elect shall assist the President in planning and organizing all meetings and shall perform all of the duties of the President in his/her absence or inability to perform those duties.

(c) Past-President – The Past-President shall act as a mentor and advisor to the current President of the Organization, providing continuity in the running of the Organization, and shall perform all of the duties of the President and President-elect in their absence or inability to perform those duties

(d) Treasurer - The Treasurer shall have charge of the funds of the Organization, receiving and keeping the monies of the Organization, keeping accurate, current books and disbursing funds as authorized. The Treasurer shall also provide an income statement at the annual spring meeting and perform such other duties as may be determined from time to time by the Members.

(e) Secretary - The Secretary shall attend all meetings of the Members and keep the minutes of such meetings, provide meeting reports to the Members as well as the Organization's website manager, keep the membership lists up-to-date and make them available at each meeting. The Secretary shall also give notices, administer the Coaches' All-State Awards and perform such other duties as may be determined from time to time by the Members.

3.3 Compensation. Unless otherwise provided by action of the Members, the Officers of this Organization serve without monetary compensation. This does not preclude, however, the reimbursement of expenses incurred on behalf of the Organization by any Officer.

3.5 Removal. Any Officer may be removed by a majority vote of the Members, with or without cause.

ARTICLE IV *Committees*

4.1 Executive Committee. The Executive Committee shall consist of the President, the President-Elect, Past-President, Secretary, and Treasurer of the Organization, and shall manage the business of this Organization in the interval between meetings of the General Members. The Executive Committee shall at all times be subject to the control and direction of the General Members. If any elected office or position becomes vacant in the time between regular meetings of the Members, the Executive Committee shall appoint qualified individuals to fill such positions; an individual so appointed shall serve until the next meeting of the Members, at which time an election shall be held to fill the position.

4.2 Advisory Committee. The Advisory Committee shall consist of five Members who are active coaches. Subject to the foregoing requirement, the President, the President-Elect, Past-President of the Organization, and two Members elected at-large shall serve on the Advisory Committee. At-large members of the Advisory Committee shall serve four year terms with one such member being elected at the Spring meeting every even year. If one or more of the named Officers is not an active coach, an active coach or active coaches shall be elected to serve in the place of the Officer(s); active coaches so elected shall serve two year terms.

4.2.1 The Advisory Committee shall attend the League Advisory Committee meetings and act as a liaison between the League and the Members. The Advisory Committee shall at all times be subject to the control and direction of the General Members.

4.3 Other Committees. The General Members may from time to time establish such committees as are deemed necessary for the purposes of this Organization. Each such committee shall have the duties and responsibilities as are granted to it from time to time by the General Members and shall at all times be subject to the control and direction of the Members. Committee members, other than members of the Executive Committee and Advisory Committee, need not be Members of this Organization.

4.4 Meeting and Voting. Meetings of each committee may be held at such time and place as are announced at a previous meeting of the committee. Meetings of any committee may also be called at any time by the chairperson of the committee, by the President, on at least five days notice by mail, or two days oral notice by telephone or in person. Appearance at a meeting is deemed to be a waiver of notice unless the committee member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the committee members does not participate in the meeting. At all meetings of a committee of this Organization each member thereof shall be entitled to cast one vote on any question coming before such meeting. The presence of a majority of the membership of any committee of this Organization shall constitute a quorum at any meeting thereof, but the members of a committee present at any such meeting, although less than a quorum, may make recommendations to that committee and adjourn the meeting from time to time. A majority vote of the members of a committee of this Organization present at any meeting thereof, if there be a quorum, shall be sufficient for the transaction of the business of such committee. Any action that could be taken at a committee meeting may be taken by written action signed by all members of the committee.

4.5 Electronic Communications. A committee member may participate in a meeting by any means of communication through which such person, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. A conference among committee members by any means of communication through which such persons may simultaneously hear each other during the conference is deemed a meeting of the of Directors or committee if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

4.6 Reports of the Executive and Advisory Committees. At the fall meeting of the Members the Executive Committee and Advisory Committee shall each make a full report of all proceedings during the previous fiscal year and make recommendations for the coming year.

ARTICLE V *Finance*

5.1 Assets. Any contributions, grants, bequests or gifts made to the Organization shall be accepted or collected only as authorized by the Executive Committee. The Executive Committee, at a duly held meeting, may transfer property on behalf of the Organization.

5.2 Fiscal Year. Unless otherwise fixed by the Board of Directors, the fiscal year of this Organization, shall begin on October 1 and end on the succeeding September 30.

5.3 Banking. All funds of the Organization shall be deposited to the credit of the Organization under such conditions and in such banks as shall be designated by the Executive Committee. All contracts, checks and orders for the payment, receipt or

deposit of money, and access to securities of the Organization shall be as provided by the Executive Committee.

5.4 Annual Financial Reports. The annual budget of estimated income, income expense and capital expense shall be approved by the Members. A summary report of the financial operation of the Organization shall be made by the Treasurer at least annually to the Members. The annual financial report shall be available to the public upon request.

ARTICLE VI

Proposals

6.1 Proposals. A Proposal, as that term is used in these Bylaws, is a recommendation to the League for a change in the rules governing the sport of nordic skiing or any other recommendation to League for official action. Proposals shall be developed and approved only in accordance with this Article VI.

6.2 Notice and Presentation of Proposals. Any Proposal to be considered at a meeting of the Members shall be in writing and submitted to any member of the Advisory Committee six (6) weeks prior to the meeting of the Members at which the Proposal is to be considered. Within two (2) weeks of receiving the Proposal, the Advisory Committee shall cause the Proposal to be sent to the Members. Proposals can be voted and decided upon at the same meeting they are presented.

6.3 Discussion of Proposals. General Members are permitted to participate in the discussion of all Proposals.

6.4 Voting on Proposals. Only Coaching Members are allowed to vote on Proposals. Each team represented by a Coaching Member shall be allowed one vote (that is to say, a boys team and a girls' team shall each have one vote). A majority of the then-current Coaching Members is needed for passage of a Proposal. (For example, if there are fifty (50) Coaching Members in the Organization, a vote of twenty-six (26) will be needed to pass a Proposal, regardless of how many Coaching Members are at a meeting. Proxies under paragraph 2.8 can be considered in such voting.)

6.5 Solicitation of Non-Member Opinion. Upon passage of a Proposal, the Advisory Committee may solicit the opinion of non-member high school nordic ski coaches in the State of Minnesota. Information gathered through that process shall be presented to the League for consideration along with the Proposal.

ARTICLE VII

Amendment of Bylaws

These Bylaws may be amended at any time at any meeting of the Members by a majority vote of the Members, provided that notice of the proposed amendment and the text of the proposed amendment shall have been given not later than two weeks prior to the meeting at which the amendment is to be considered.

CERTIFICATION

The undersigned, being the duly elected Secretary of this Organization, hereby certifies that the foregoing Bylaws set forth in this document were adopted and approved by the Members of this Organization at a duly constituted meeting held on the 28th day of October 2006.

Secretary