

ARTICLES OF INCORPORATION OF THE MINNESOTA STATE HIGH SCHOOL LEAGUE REVISED AND AMENDED* 100.00

** The Articles of Incorporation were revised and amended on April 24, 1974*

101.00

The name of this corporation (hereinafter sometimes referred to as the "League") is: MINNESOTA STATE HIGH SCHOOL LEAGUE.

102.00

This corporation is organized for the following educational purposes:

1. To provide, promote, extend, manage and administer a program of activities for youth of the schools of the state on district, region and state levels in the fields of athletics, speech, music and dramatics on a competitive basis, as well as such other curricular and extracurricular activities as may from time to time be sponsored by the schools of Minnesota.
2. To establish uniform and equitable rules for youth in inter-school activities.
3. To elevate standards of sportsmanship and to encourage the growth of responsible citizenship among the students, member schools and their personnel.
4. To protect youth, member schools and their personnel from exploitation by special interest groups.
5. To provide mutual benefit and relief plans for the assistance of school students injured in athletic events or supervised school activities in meeting medical and hospital expenses incurred by reason of such injuries.
6. To serve the best interests of member schools and their students by providing a medium of cooperation and coordination in educational fields of endeavor and a series of related activities on a state-wide basis, which they individually could not achieve or accomplish for their students and which aid and assist the schools in maintaining a constantly improved program.

103.00

In furtherance and extension of the foregoing purposes, this corporation shall have and may exercise all powers the same as natural persons might or could enjoy, including all powers given or granted to non-profit corporations under and by virtue of the Laws of the State of Minnesota, as well as any and all powers necessary to the enjoyment and exercise of the foregoing purposes.

104.00

The location of the registered office of this corporation shall be in the City of Brooklyn Center, County of Hennepin, and State of Minnesota.

105.00

The duration of this corporation shall be perpetual.

106.00

The general management of the affairs of this corporation, subject to the limitations imposed by the Constitution shall be vested in a Board of not less than ten nor more than twenty directors, the exact number and manner of selection to be as is specified in the Constitution (its corporate bylaws) of the corporation and current Minnesota statutes.

Excepting for the foregoing requirements the number of directors may be changed from time to time in such lawful manner as the Constitution of the corporation shall provide. The power and authority of said Board shall be defined and enumerated in the Constitution of the corporation.

107.00

On the dissolution of the Corporation, the entire net assets remaining after the payment of any and all liabilities and obligations of the Corporation shall be distributed exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for education, charitable or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

108.00

The executive officers of this corporation shall consist of a president, a vice president, a treasurer, and an executive director, and such officers and assistants as the Constitution may provide. The president, vice president, and treasurer shall be elected from the membership of the Board annually at the first meeting of said Board in June of each year.

The executive director, who shall also serve as secretary of the corporation, shall be elected for such term and on such condition as provided in the Constitution of the corporation.

109.00

This corporation is not organized for profit. The corporation shall not issue capital stock. Members of this corporation shall have no personal liability whatsoever for corporate obligations, and the private property of the incorporators, directors and officers of this corporation shall not be subject to the payment of the corporate debts to any extent whatever.

This corporation shall not afford pecuniary gain, incidentally or otherwise, to its members.

110.00

The conditions, terms and qualifications for membership in the League shall be provided for in the Constitution of the League.

111.00

This corporation shall not have a corporate seal.

112.00

All legal instruments and official documents executed on behalf of this corporation shall be signed by the President or Vice President and Executive Director.

113.00

This corporation may have and adopt bylaws as are from time to time considered necessary for the regulation or management of the internal affairs of the corporation, which bylaws may for convenience be called and known as the "Constitution" of the corporation. Rules governing the various activities of the League shall be provided for in the Constitution.

114.00

1. Proxy and cumulative voting are prohibited.
2. Voting by the member schools may be conducted by mail without a meeting. When a vote is to be taken by mail, at least 75% of the member schools must participate in the balloting to have a quorum for the vote. The number of votes needed to adopt a given measure will be found elsewhere herein or in the Constitution. Notice of the fact that a mail vote is being taken must be given when conducting the vote.

115.00

These Articles of Incorporation may be amended as follows:

1. An amendment shall be proposed by a resolution adopted by the Board of Directors directing that it be submitted for adoption to a meeting of the member schools, or when considered necessary, by taking a vote by mail among the member schools.
2. A two-third (2/3) favorable vote, assuming a quorum, shall be required for passage of any amendment, whether in a meeting or by mail vote.