

BYLAWS
OF
MINNESOTA STATE HANDBALL ASSOCIATION, INC.

ARTICLE I
OFFICES

Section 1. Principal Office. The principal office of the corporation shall be located in the City of Minneapolis, County of Hennepin, State of Minnesota: 8014 Olson Memorial Highway, Minneapolis, MN. 55427

Section 2. Registered Office. The registered office of the corporation may be the same as the principal office of the corporation, but in any event must be located in the State of Minnesota, and be the business office of the registered agent, as required by the Minnesota Business Corporation Act.

Section 3. Other Business Offices. The corporation may have business offices at such other places, either within or without the State of Minnesota, as the Board of Directors may designate or as the business of the corporation may require from time to time.

ARTICLE II
GENERAL MEMBERSHIP

Section 1. Annual Meeting. The annual meeting of the membership shall be held on the Saturday of the last major annual State Championship for the election of directors to fill the Board of Director vacancies and for the transaction or such other business as may properly come before the meeting. If the election of Directors is not held on the Saturday designated herein for the annual meeting of the membership, the Board of Directors shall cause the annual meeting to be held on a date as soon thereafter as practicable.

Section 2. Special Meetings of the Membership. Special meetings of the membership, for any purpose or purposes may be called by the Chairman of the Board or President or by the Board of Directors.

Section 3. Place of Meeting. The Board of Directors may designate a place, within or without the State of Minnesota for any annual meeting or for any special meeting.

Section 4. Notice of Meetings of the Membership.

- a) Annual Meetings and Special Meetings. Notice of the time and place of all annual and special meetings shall be mailed or e-mailed by the secretary to each member to the last known contact of said member as the same appears on the membership roster of the corporation at least seven (7) days before the date of all annual and special meetings.
- b) Mailing. Every notice shall be deemed duly made when the same has been e-mailed or deposited in the United States mail, with postage fully prepaid, addressed to the member at his, her or its contact as it appears on the membership roster of the corporation.
- c) Waiver. Attendance of a person at a meeting, in person, shall constitute a waiver of such notice, except when attendance is for the express purpose of objecting to the transaction of any business, at the commencement of the meeting, because the meeting was not lawfully called or convened.

Section 5. Quorum: Actions. A quorum for holding of a meeting of members shall consist of ten members of the association. The act of a majority of the members present on any matter at a meeting at which a quorum is present shall be the act of the members on that matter.

ARTICLE III

CONFLICT OF INTEREST

Section 1. Interested Person. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
- b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.
- d) Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Section 2. Duty to Disclose.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.

Section 3. Determining Whether a Conflict of Interest Exists.

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Section 4. Procedures for Addressing the Conflict of Interest.

- a) An interested person may make a presentation at the board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b) The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Section 5. Violations of the Conflicts of Interest Policy.

- a) If the board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b) If after hearing the member's response and after making further investigation as warranted by the circumstances, the board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV
MINUTES

The minutes of the member, board and committee meetings shall contain the names of persons in attendance and a description of the discussions and a summary of the actions and a record of any votes taken in connection with the proceedings.

ARTICLE V
BOARD OF DIRECTORS

Section 1. General Powers. The business, property and affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number. The number of Directors of the corporation shall be nine (9),

Section 3. Tenure. Each Director shall hold office for a three (3) year term following his election and until his successor shall have been duly elected and qualified, or until his prior death, resignation or removal. The following is a list of the original Board of Directors and the date of expiration of their term:

	<u>Expiration Date</u>
Richard Rawlings	September, 1978
Roy Carr	September, 1978
David Fronck	September, 1978
Daniel O'Connor	September, 1979
Neal Nordlund	September, 1979
Paul Schulz	September, 1979
Gary Rohrer	September, 1980
James Carlson	September, 1980
John Nett	September, 1980

Section 4. Nominating Committee. Immediately following the annual election to fill vacant Board of Director positions, the Chairman of the Board will appoint a nominating committee comprised of not less than three (3) members of the association.

It shall be the duty of this nominating committee to receive all nominations for vacant Board positions. All nominations must be in the possession of the nominating committee at least one month prior to the annual meeting. The nominations committee will vet the applications and present a slate of candidates to be considered to fill the Board of Director vacancies at the next annual meeting of the membership.

Section 5. Annual Board Meetings. The annual meetings of the Directors shall be held without notice immediately after the adjournment of each annual membership meeting or at such time as may be provided by the Board of Directors.

Section 6. Qualifications. Directors must be residents of the State of Minnesota.

Section 7. Special Board Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board, or in his absence, the President, or any Director. The person or persons authorized to call special meetings of the Board of Directors may fix the place within or without the State of Minnesota for holding any special meeting of the Board of Directors called by them, and if not other place is fixed the place of meeting shall be the principal business office of the corporation in the State or Minnesota. All notices of special meetings shall state the purpose thereof.

Section 8. Quorum. A quorum for the transaction of business at any meeting of the Board of Directors shall be one-third (1/3) of the total number of Directors.

Section 9. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 10. Vacancies. Any vacancy occurring in the Board of Directors may be filled by appointment made by the remaining Directors. A Director appointed to fill a vacancy shall assume the balance of the term of the replaced Director.

Section 11. Executive Committee. The Directors may by resolution appoint two or more members of the Board as an executive committee to manage the business of the corporation during the interim between meetings of the Board.

ARTICLE VI

OFFICERS

Section 1. Number. The officers of this corporation shall be a Chairman of the Board, a President, a Vice President, a Secretary and a Treasurer. Any two offices, except those of Chairman of the Board, President and Vice President, may be held by the same person. Officers need not be Directors, but must be members of the association in good standing.

Section 2. Election and Term of Office. The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the regular meeting, or the Board or Directors held immediately following, each annual meeting of the membership. If the election or officers shall not be held at such meeting, such election shall be held as soon

thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the association would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Chairman or the Board. The Chairman of the Board shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents of the corporation as he shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents shall hold office at the discretion of the Chairman of the Board. He shall have authority to sign, execute and acknowledge, on behalf of the corporation, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the corporation's regular business, or which shall be authorized by resolution of the Board of Directors; and, except as otherwise provided by law or the Board of Directors, he may authorize any other officer or agent of the corporation to sign, execute and acknowledge such documents or instruments in his place and stead. In general he shall perform all duties incident to the office of Chairman of the Board and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. President. In the absence of the Chairman of the Board or in the event of his death, inability or refusal to act, the President shall perform the duties of the Chairman of the Board, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman of the Board. The President shall be in charge of all singles State Handball tournaments and the respective committees. The President shall perform such other duties as from time to time may be assigned to him by the Chairman of the Board or by the Board of Directors.

Section 7. Vice President. In the absence of the President or in the event of his death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall be in charge of all doubles State Handball tournaments and the respective committees. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 8. Secretary. The Secretary shall: (a) keep the minutes of the membership and the Board of Directors meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with provisions of these Bylaws or as required by law; (c) be the custodian of the corporate records; (d) keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Chairman of the Board or by the Board of Directors.

Section 9. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions or these Bylaws and shall handle the procurement of all equipment, trophies and other merchandise related to association property and management of inventory; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Chairman of the Board or by the Board of Directors. Either the Chairman of the Board or the Treasurer shall be authorized to sign checks and make withdrawals of funds in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws.

Section 10. Acting Officers. The Board of Directors shall have the power to appoint any person to perform the duties of an officer whenever for any reason it is Impracticable for such officer to act personally. Such acting officer so appointed shall have the powers of and be subject to all the restrictions upon the officer to whose office he is so appointed except as the Board of Directors may by resolution otherwise determine.

ARTICLE VII AMENDMENTS

These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the members or directors in attendance at a meeting duly called for that purpose, at which a quorum is present, pursuant to proper notice setting forth the Bylaws action proposed to be taken; provided that Bylaws adopted, amended or repealed by the board are subject to adoption, amendment or repeal by the members.

ARTICLE VIII
FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January in each year.

These Bylaws were adopted as and for the Bylaws of the Minnesota State Handball Association, Inc., a Minnesota corporation, at the First Meeting of the Board of Directors held on the 23rd day of August, 1978.

Amended and adopted February 27, 2017

Amended and adopted November 14, 2022



Secretary