

**BYLAWS**  
**OF**  
**EDEN PRAIRIE VOLLEYBALL ASSOCIATION**

The following shall be the Bylaws of the above corporation, a non-profit corporation organized under and pursuant to the provisions of Chapter 550, Laws of Minnesota for 1951 (M.S.A. 317A), known as the Minnesota Non-Profit Corporation Act, and hereinafter called the "Corporation".

**ARTICLE 1**

Principal Office

The principal office of this corporation, at which the general business of this corporation shall be transacted and where the records of this corporation shall be kept, shall be at such place in the State of Minnesota as shall be fixed from time to time by duly adopted resolutions of the Board of Directors. Until otherwise fixed by the Board of Directors, the principal office shall be at PO Box TBD Eden Prairie Minnesota 55347.

**ARTICLE 2**

Membership

SECTION 2.1 Voting members. This corporation shall have members with voting rights. The initial board, together with any individuals whose children in the previous calendar year participated on a Volleyball Association team sponsored by this corporation shall be members of the corporation.

SECTION 2.2 Interest in property. The members of this corporation shall not, as such, have any right, title or interest in the real or personal property of this corporation.

SECTION 2.3 Resignation. Any member may resign from membership at any time by giving written notice to the Board of Directors or to the Secretary. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any member who resigns from membership shall not be entitled to a refund of any dues, team fees, gifts or other payments made to this corporation.

SECTION 2.6 Termination. Any membership may be terminated by a vote of two-thirds or more of the Board of Directors, provided the member is given not less than 15 days' written notice of

the proposed termination and the reasons for it, and the member is given an opportunity to be heard, orally or in writing, not less than five days before the effective date of the proposed termination, by the Board of Directors.

### ARTICLE 3

#### Meetings of Members

SECTION 3.1 Annual meeting. The annual meeting of the members of this corporation for the election of directors, the presentation of reports on the activities and financial condition of this corporation, and the transaction of such other business as may properly come before the meeting, shall be held at such time in the month of October in each year as may be designated from time to time by the Board of Directors and at the place, within or without the State of Minnesota, designated from time to time by the Board of Directors. If the Board of Directors does not fix a different time or place, each such meeting shall be held at 7:00 p.m. Central Time on the Fourth Sunday in October at the Community Center in Eden Prairie Minnesota.

SECTION 3.2 Special meetings. Special meetings of the members of this corporation may be called at any time (a) by the President, (b) by two-thirds (2/3) of the Board of Directors, or (c) upon written request of at least 30 members or 10 per cent of the members of this corporation, whichever is less. Anyone entitled to call a special meeting of the members may make written request to the President to call the meeting, and the Secretary shall then give notice of the meeting, setting forth the time, place and purpose thereof, to be held no later than 90 days after receiving the request. If the Secretary fails to give notice of the meeting within 30 days from the date on which the request is received by the President, the person or persons who requested the meeting may fix the time and place of the meeting and give notice thereof in the manner hereinafter provided. If a special meeting is demanded by the members, the meeting shall be held in the county where the registered office is located. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting.

SECTION 3.3 Notice. Written notice of each annual or any special meeting of the members, stating the time and place thereof, shall be posted on the website, if any, of this corporation and published in a local newspaper with general circulation within the City of Eden Prairie, not less than five nor more than 60 days before the meeting, excluding the day of the meeting. No written notice will be mailed directly to each individual member. Any member may waive notice of a meeting before, at or after the meeting, orally, in writing, or by attendance. Attendance at a meeting is deemed a waiver unless the member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and the member does not participate in the consideration of the item at that meeting. When any meeting of the members is adjourned to another time and place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

SECTION 3.4 Members list for meeting. The Secretary of the corporation shall prepare a list of the individuals whose children in the previous calendar year participated on a Volleyball Association team sponsored by this corporation. This list shall be available for inspection at least one full week prior to the meeting of the members. The list shall also be available at the meeting and used to determine who shall be eligible to vote at the meeting.

SECTION 3.5 Voting; quorum. At the annual meeting of the members, each member shall be entitled to cast one vote for the election of any open board position. Members may not vote by proxy. Cumulative voting shall not be permitted. The presence of 10 per cent of the members or 10 members, whichever is less, shall constitute a quorum at any meeting thereof. The members present and entitled to vote at any meeting, although less than a quorum, may adjourn the meeting from time to time. A majority vote of the members present and entitled to vote at any meeting at which a quorum is present shall be sufficient to transact any business.

SECTION 3.6 Written Ballot. An action that may be taken at a regular or special meeting of members may be taken by written ballot without a meeting in accordance with the procedure set forth in Minnesota Statutes, Section 317A.447.

## ARTICLE 4

### Directors

SECTION 4.1 Number and method of election. The Board of Directors of this corporation shall consist of no fewer than five and no more than 12 persons, and, subject to such limitation, the number of members of the Board of Directors shall be such as may be designated from time to time by the Board of Directors. Directors of this corporation shall be elected by the voting members at each annual meeting.

SECTION 4.2 Terms. Except as otherwise provided in Section 4.1, each director of this corporation shall be elected to serve for a term of one to three years. The members of the Board of Directors shall be divided into three classes as nearly equal in number as possible, so that the terms of office of approximately one third of the members of the Board of Directors shall expire each year. A director shall hold office for the term for which he or she was elected and through the end of the meeting at which his or her successor has been elected and until such successor has qualified, or until the director's prior death, resignation or removal. Any director may at any time be removed with or without cause by a two thirds (2/3) vote of the Board of Directors or the members. Any vacancy occurring because of the death, resignation or removal of a director shall be filled by the Board of Directors for the unexpired term of such director.

SECTION 4.3 Removal. 1) Any occupied seat on the Board of Directors may be declared vacant by a two-thirds (2/3) vote at any annual, regular or special meeting of the board. 2) An occupied seat on the board may be declared vacant if that board member misses three board meetings in a row without a valid excuse. Prior to removal all members of the board should have received seven (7) days notice of such proposal to declare a seat vacant. Delegation of such a vacancy shall constitute a removal of the director holding such seat.

SECTION 4.4 Ex-officio and honorary directors. The Board of Directors may, from time to time, elect one or more ex-officio or honorary directors of this corporation who shall be advisory members of the Board of Directors of this corporation. Any such election shall be for such term and based on such criteria as the Board of Directors from time to time deems appropriate. All ex officio and honorary directors shall be non-voting directors of this corporation.

## ARTICLE 5

### Meetings of the Board of Directors

SECTION 5.1 Annual meeting. The annual meeting of the Board of Directors for the purpose of electing officers and transacting such other business as may properly come before the meeting shall be held immediately following the annual meeting of the members of this corporation. If the Board of Directors does not fix a different time or place, each such meeting shall be held at 7:00 p.m. Central Time on the fourth Sunday in October at the Community Center in Eden Prairie Minnesota.

SECTION 5.2 Other meetings. Other meetings of the Board of Directors may be held at such time and place as are announced at a previous meeting of the Board of Directors. Meetings of the Board of Directors may also be called at any time (a) by the President, (b) by a two-thirds (2/3) vote of the Board of Directors, or (c) upon the written request of five or more members of the Board of Directors. Anyone entitled to call a meeting of the Board of Directors may make a written request to the Secretary to call the meeting, and the Secretary shall give notice of the meeting, setting forth the time, place and purpose thereof, to be held between 5 and 30 days after receiving the request. If the Secretary fails to give notice of the meeting within 7 days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place of the meeting and give notice in the manner hereinafter provided.

SECTION 5.3 Notice of meetings. Written notice of each meeting of the Board of Directors for which written notice is required, and of each annual meeting, stating the time, place and purpose thereof shall be mailed, e-mailed, facsimiled, posted on the website or by another other reasonable means, not less than 5 nor more than 30 days before the meeting, excluding the day of the meeting, to each director at his or her address according to the last available records of this corporation. Any director may waive notice of a meeting before, at or after the meeting, orally, in writing, or by attendance. Attendance at a meeting is deemed a waiver unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened

and the director does not participate in the meeting. If the Board of Directors does not fix a different time or place, each such meeting shall be held at 7:00 p.m. Central Time on the fourth Sunday in October at the Community Center in Eden Prairie Minnesota

SECTION 5.4 Quorum and voting. The presence of one half of the members of the Board of Directors shall constitute a quorum at any properly noticed meeting thereof, but the directors present at any meeting, although less than a quorum, may adjourn the meeting from time to time. At all meetings of the Board of Directors, each director shall be entitled to cast one vote on any question coming before the meeting. A majority vote of the directors present at any meeting, if there be a quorum, shall be sufficient to transact any business, unless a greater number of votes is required by law or these Bylaws. A director shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Directors. A director who is present at a meeting of the Board of Directors when an action is approved by the Board of Directors is presumed to have assented to the action unless the director votes against the action or is prohibited from voting on the action.

SECTION 5.5 Adjourned meetings. When a meeting of the Board of Directors is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

SECTION 5.6 Written action. Any action that could be taken at a meeting of the Board of Directors may be taken by written action signed by all of the directors. Any such action may also be taken by written action signed by fewer than all of the directors in accordance with the provisions of the Articles of Incorporation.

SECTION 5.7 Director conflicts of interest. This corporation shall not enter into any contract or transaction with (a) any of its directors or a member of the family of a director; (b) a director of a related organization (within the meaning of Minnesota Statutes, Section 317A.011, subd. 18) or a member of the family of a director of a related organization; or (c) an organization in or of which this corporation's director, or a member of the family of its director, is a director, officer or legal representative or has a material financial interest; unless the material facts as to the contract or transaction and as to the director's interest are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote (without counting the interested director) of a majority of the entire Board of Directors, at a meeting at which there is a quorum without counting the interested director. For purposes of these Bylaws, "member of the family of a director" shall mean a spouse, parent, child, spouse of a child, brother, sister, or spouse of a brother or sister, of the director. Failure to comply with the provisions of this Section 5.7 shall not invalidate any contract or transaction to which this corporation is a party. In addition the attached Conflicts of Interest Policy is incorporated by reference and is made a part of the by-laws of this corporation as if set forth fully herein.

SECTION 5.8 Automatic Removal of Director. A director who fails to attend four consecutive board meetings shall automatically be removed from the position of director. Upon automatic removal of a director, the remaining members of the Board of Directors by majority vote

may fill the vacancy created by the automatic removal. The replacement director selected shall serve the remaining term of office held by the director that has automatically been removed. In the discretion of the remaining members of the Board of Directors the vacant post can be filled by the removed director, by another individual, or the position may remain vacant until the next annual meeting of the members of the corporation.

Formatted: Indent: First line: 0.5"

## ARTICLE 6

### Officers

SECTION 6.1 Tenure of office. The officers of this corporation shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as the Board of Directors may from time to time designate. Officers shall be elected by the Board of Directors from among its members to serve for terms of one year and until their respective successors are chosen and have qualified. Any officer may at any time be removed by the Board of Directors with or without cause. The same person may hold more than one office at the same time, except the offices of (a) President and Vice President and (b) President and Secretary. The officers must be directors of this corporation.

SECTION 6.2 President. The President shall be the chief executive officer of this corporation. He or she shall preside at all meetings of the Board of Directors. He or she shall be responsible for the general supervision, direction and management of the affairs of this corporation. He or she may execute on behalf of this corporation all contracts, deeds, conveyances and other instruments in writing which may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of this corporation.

SECTION 6.3 Vice President. The Vice President shall perform the duties of the President in case of the latter's absence or disability. The execution of any instrument by the Vice President on behalf of this corporation shall have the same force and effect as if it were executed on behalf of this corporation by the President.

SECTION 6.4 Secretary. The Secretary shall provide for the keeping of accurate minutes of all meetings and shall be responsible for the custody of the records, documents and papers of this corporation. He or she shall provide for the keeping of proper records of all transactions of this corporation. He or she shall have and may exercise any and all other powers and duties pertaining by law, regulation or practice to the office of Secretary, or imposed by these Bylaws. He or she shall also perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

SECTION 6.5 Treasurer. The Treasurer shall provide for the maintenance of accurate financial records for this corporation and safeguarding the assets of this corporation. He or she shall present a report of this corporation's financial transactions and status to the Board of Directors at its annual meeting, and shall from time to time make such other reports to the Board of Directors as it

may require. The Treasurer shall perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

SECTION 6.6 Additional powers. Any officer of this corporation, in addition to the powers conferred upon him or her by these Bylaws, shall have such powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

## **ARTICLE 7**

### Committees

SECTION 7.1 Authority. The Board of Directors may act by and through such committees as may be specified in resolutions adopted by the Board of Directors. Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors. Each such committee shall at all times be subject to the control and direction of the Board of Directors. The Board of Directors shall appoint the chair of each committee. Committee members, other than members of the Executive Committee, need not be directors.

SECTION 7.2 Executive Committee. The Board of Directors may designate an Executive Committee composed of at least three directors designated by the Board of Directors. The Executive Committee shall have the authority of the Board of Directors in the management of the business of this corporation in the interval between meetings of the Board of Directors, and the Executive Committee shall at all times be subject to the control and direction of the Board of Directors.

SECTION 7.3 Meetings 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 chair of the committee or by the President, on at least five days' notice by mail, or two days' notice by email, telephone or in person, to each member of the committee. 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 member does not participate in the meeting. At all meetings of a committee of this corporation each member of such committee 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 corporation 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 adjourn the meeting from time to time. A majority vote of the members of a committee of this corporation 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.

## ARTICLE 8

### Indemnification

To the full extent permitted by any applicable law, this corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of this corporation, by reason of the former or present capacity of the person as;

- (a) a director, officer, employee or member of committee of this corporation or,
- (b) a director, officer, partner, trustee, employee or agent of another organization or employee benefit plan, who while a director, officer or employee of this corporation, is or was serving the other organization or employee benefit plan at the request of this corporation or whose duties as a director, officer or employee of this corporation involve or involved such service to the other organization or employee benefit plan,

against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements, and reasonable attorneys' fees and disbursements, incurred by the person in connection with the proceeding.

Indemnification provided by this section shall continue as to a person who has ceased to be a director, officer, employee or committee member, shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section.

This corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or a member of a committee of this corporation against any liability asserted against such person and incurred by such person in any such capacity.

## ARTICLE 9

### Miscellaneous

SECTION 9.1 Fiscal year. Unless otherwise fixed by the Board of Directors, the fiscal year of this corporation shall begin on November 1 and end on the succeeding October 31.

SECTION 9.2 Corporate seal. This corporation shall have no seal.

SECTION 9.3 Electronic communications. A member, director or 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. Participation in a meeting by that means constitutes presence in person at the meeting. A conference among members, directors, or committee members by any means of communication through which such persons may simultaneously hear each other during the conference is a meeting of the members, Board of Directors or committee, as the case may be, 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.

SECTION 9.4 Amendments. Both the Board of Directors and the members shall have the power to amend these Bylaws. The power of the Board of Directors shall be subject to the power of the members. The Board of Directors may amend the Bylaws by adopting a resolution setting forth the amendment. The Board of Directors may not adopt, amend, or repeal a bylaw fixing a quorum for meetings of members, prescribing procedures for removing directors or filling vacancies in the Board of Directors, or fixing the number of directors or their classifications, qualifications, or terms of office, but may adopt or amend a bylaw to increase the number of directors. An amendment for adoption by the members must be proposed by at least 10 members or ten per cent of the members, whichever is less, or by the Board of Directors. The membership may amend the Bylaws by adopting a resolution setting forth the amendment.

SECTION 9.5 Authority to borrow, encumber assets. No director, officer, agent or employee of this corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. Authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.

SECTION 9.6 Execution of instruments. All deeds, mortgages, bonds, checks, contracts and other instruments pertaining to the business and affairs of this corporation shall be signed on behalf of this corporation by the President, or the Vice President, or the Treasurer, or by such other person or persons as may be designated from time to time by the Board of Directors.

SECTION 9.7 Deposit of funds. All funds of this corporation shall be deposited from time to time to the credit of this corporation in such banks, trust companies or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors from time to time.

\*\*\*\*\*

