

# Wallyball Information Network (WIN!) Association Bylaws

## Article I: Purpose

The name of this organization shall be the WALLYBALL INFORMATION NETWORK (WIN!). The purpose of the organization is to promote the sport of wallyball. It is the aim of the Wallyball Information Network (WIN!), Inc., to introduce and interest persons in wallyball, to provide training in both technique and safety, to support the many leagues/tournaments of the sport, and to provide a friendly and cooperative atmosphere within which the players can socialize and, while doing so, enjoy the competitiveness of the sport.

## Article II: Membership

*Section I—Membership:* Membership shall consist of the board of directors.

## Article III: Board of Directors

*Section I—Board role, size, and compensation:* Board directors are trustees who act on behalf of an organization's constituents, including service recipients, funders, members, the government, and taxpayers. The board of directors has the principal responsibility for fulfillment of the organization's mission and the legal accountability for its operations. This means that as a group they are in charge of establishing a clear organizational mission, forming the strategic plan to accomplish the mission, overseeing and evaluating the plan's success, hiring a competent executive director and providing adequate supervision and support to that individual, ensuring financial solvency of the organization, interpreting and representing the community to the organization, and instituting a fair system of policies and procedures for human resource management.

Board members have a duty of loyalty to the organization, its staff and other board members. While differences of opinion are sure to arise, board members should seek to keep disagreements impersonal. By practicing discretion and accepting decisions made on a majority basis, board unity and confidence will be promoted.

Board members accomplish their functions through regular meetings and by establishing a committee structure that is appropriate to the size of the organization and the board. Ideally, board members arrive at meetings prepared and ready to engage in thoughtful dialogue, and there is a group process, which generates and uses the best thinking of its members.

Boards should be open to self-evaluation and regularly review their own composition to ensure constituent representation, and board expertise and commitment. Boards also are responsible for evaluating and determining compensation for the executive director.

Under Minnesota law, nonprofit directors are responsible for management of the business and affairs of the corporation. In carrying out their responsibilities, the law imposes on these directors' specific fiduciary duties of care, loyalty, and obedience to the law. The board governs the organization and has specific fiduciary responsibilities for which it must be accountable. Additional responsibilities vary but generally include oversight of policy, budgeting, planning, fundraising, human resources, program evaluation and board development. The board *should* provide oversight and not become involved in day-to-day operations. **The board shall have up to XX, but not fewer than 3 members.** Directors as such shall not receive any stated salaries for their services, but by resolution of the board of directors, each director may be reimbursed for reasonable and necessary expenses incurred in discharging his or her duties as a director and in furtherance of the purposes of this Association; but nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation therefore.

**Section II—Terms:** All board members shall serve **three-year terms**, but are eligible for re-election for up to five consecutive terms. The statutory limit for a board term is ten years.

**Section III--Board Meetings.** At least two board meetings shall be held during each year, at an agreed upon time and place. A quorum for all board meetings shall be no less than three (3) board members. An official board meeting requires that each board member have written notice at least two weeks in advance.

**Section IV-- Board elections:** During the last quarter of each fiscal year (May 1 - April 30) of the corporation, the board of directors shall elect directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

**Section V— Nomination and Election.** Nomination for election to the Board of Directors will be solicited and accepted in the thirty (30) days preceding the annual business meeting. Nominations shall have the approval of the nominee, but the nominee need not be present at the elections. Elections shall be held at the board of directors meeting. New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the fiscal year. A director will serve until a successor is elected and qualified.

**Section VI-- Quorum:** A quorum was determined to be 50% of the board of directors. This number would be rounded DOWN to determine a quorum in case there are an odd number of board members.

**Section VII-- Resignation:** Any board member may resign at any time. The resignation of such board member does not relieve such board member from any obligations that such board member may have to the Association as the result of obligations incurred or commitments made prior to resignation.

**Section VIII—Officers and Duties:** There shall be five officers on the board, consisting of a president, vice-president, secretary, and treasurer. When available, the fifth officer will be the immediate past president. The immediate past president of the Association shall serve as a director for a one-year period beginning immediately at the conclusion of his or her term as president.

*The president* shall be the principal officer of the Association and the chairperson of the board of directors. The president is a partner with the executive director in achieving the organization's mission. Subject to the control of the board of directors, the president shall in general supervise the business and affairs of the Association. The president shall, when present, preside at all meetings of the board of directors and, in general, perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time. The president will be a non-voting member of all committees. The president may assign the vice-president or the immediate past president to be a committee member in his/her place. In case of a tied vote, during *any vote*, the president, or the officer filling in for the president, will cast the tie-breaking vote.

*The vice-president* shall in the absence of the president or in the event of his or her 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 also perform such other duties as from time to time may be assigned to him or her by the president or the board of directors.

*The immediate past president* shall in the absence of the vice-president or in the event of his or her death, inability, or refusal to act, the immediate past president shall perform the duties of the vice-president and, when so acting, shall have all the powers of and be subject to all the restrictions upon the vice-president. The immediate past president shall also perform such other duties as from time to time may be assigned to him or her by the president or the board of directors.

*The secretary* shall: (a) prepare the minutes of the board of directors' meetings and keep them in one or more books provided for that purpose; (b) authenticate such records of the Association as shall from time to time be required; (c) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (d) be custodian of the corporate records and of the seal of the Association, if any, and see that the seal of the Association, if any, is affixed to all documents the execution of which on behalf of the Association under its seal is duly authorized; (e) keep a register of the post office address of each director; and (f) 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/her by the president or the board of directors.

*The treasurer* shall, if required by the board of directors, the treasurer shall give a bond for the faithful discharge of his/her duties, in such sum and with such surety or securities as the board of directors shall determine. He/she shall: (a) have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for money due and payable to the Association from any source whatsoever, and deposit all such money in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article X of these bylaws; 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/her by the president or the board of directors.

**Section IX-- Vacancies:** When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

**Section X—Resignation, termination, and absences:** Resignation from the board must be in writing and received by the secretary. A board member may be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. Other offenses which may constitute legitimate grounds for removal from office shall include but not be limited to: failure to perform the duties of the office as generally understood; activities contrary to the Association's stated purpose; any fraud, theft, or malicious destruction of Association monies, records, equipment, or property. A board member is removed by a majority vote of the remaining directors.

**Section XI—Reinstatement:** After the expiration of one year from the date of termination, and upon written request signed by a former member and filed with the Association, the board of directors may, by affirmative vote of a simple majority of the directors, reinstate such former member upon such terms as the board of directors deems appropriate.

**Section XII—Special meetings:** Special meetings of the board shall be called upon the request of the president, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member not less than thirty (30) days in advance.

**Section XIII — Action Without a Meeting:** Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors. Such consent shall have the same force and effect as a unanimous vote.

**Section XIV — Telephone Meetings:** Members of the board of directors, or any committee designated by the board of directors, may participate in a meeting of the board of directors, or any committee, by means of conference telephone or similar communications equipment by means of which all persons in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting. To the extent allowed by law, a meeting of the board of directors may be conducted by electronic mail or such other form of computer communication whereby all directors may simultaneously communicate with each other.

**Section XV -- Limitation of Voting Rights:** Each board member shall be entitled to one vote on each matter submitted to a vote of the voting members of the Association, except as otherwise limited by these bylaws.

**Section XVI — Conflicts of Interest:**

- A.** A transaction in which a director of this Association has a conflict of interest may be approved:
  - By the vote of the board of directors or a committee of the board of directors if the material facts of the transaction and the director's interest are disclosed or known to the board of directors or a committee of the board of directors; or
  - By obtaining approval of the
    - (a) Attorney General; or
    - (b) The circuit court in an action in which the Minnesota Attorney General is joined as party.
- B.** A conflict of interest transaction is a transaction with the Association in which a director of the Association has a direct or indirect interest. A conflict of interest transaction is not voidable or the basis for imposing liability on the director if the transaction is fair to the Association at the time it was entered into or is approved as provided in Subsection A of the Section.
- C.** For the purposes of this Section, a director of the Association has an indirect interest in a transaction if:
  - Another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction; or
  - Another entity of which the director is a director, officer or trustee is a party to the transaction, and the transaction is or should be considered by the board of directors of the Association.
- D.** For purposes of subsection A of this Section, a conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the directors on the board of directors or on the committee who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved or ratified under this Section by a single director. If a majority of the directors who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this Section. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under subparagraph A (1) of this Section if the transaction is otherwise approved as provided in paragraph A of this Section.
- E.** For purposes of subparagraph A (2) of this Section, a conflict of interest transaction is authorized, approved or ratified by the members if it receives a majority of the votes entitled to be counted under this subsection. Votes cast by or voted under the control of a director who has a direct or indirect interest in the transaction, and votes cast by or voted under the control of an entity described in paragraph C of this Section may be counted in a vote of members to determine whether to authorize, approve or ratify a conflict of interest transaction under paragraph A (2) of this Section. A majority of the members, whether or not present, that are entitled to be counted in a vote on the transaction under this subparagraph constitutes a quorum for the purpose of taking action under this Section.

## **Article IV: Executive Director and Staff**

**Section I—Executive Director:** The executive director is hired by the board. The executive director will be paid a salary determined by a majority vote of the board of directors. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director will attend all board meetings; report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

The executive director also will perform the following:

### **LEADER**

- Advises and reports to the Board
- Advocates / promotes organization and stakeholder change related to organization mission
- Supports motivation of employees in organization products/programs and operations

### **VISIONARY / INFORMATION BEARER**

- Ensures staff and Board have sufficient and up-to-date information
- Looks to the future for change opportunities
- Interfaces between Board and employees
- Interfaces between organization and community

### **DECISION MAKER**

- Formulates policies and planning recommendations to the Board
- Decides or guides courses of action in operations by staff

### **MANAGER**

- Oversees operations of organization
- Implements plans
- Manages human resources of organization
- Manages financial and physical resources

### **BOARD DEVELOPER**

- Assists in the selection and evaluation of board members
- Makes recommendations, supports Board during orientation and self-evaluation

## **Article V: Committees**

**Section I—Committee formation:** The board may create committees as needed, such as fundraising, public relations, rules, tournaments, data collection, etc. The board president appoints all committee chairs. The president will be a member of all committees or the president may assign the vice-president or the immediate past president to be a committee member in his/her place.

**Section II—Executive Committee:** The four officers and the immediate past president serve as members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board. Members of the executive committee shall serve for a three-year term.

**Section III—Finance Committee:** The treasurer is the chair of the Finance Committee, which includes two other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plan, and annual budget with staff and other board members. The board must approve the budget and all expenditures must be within the budget. Any major change in the budget must be approved by the board or Executive Committee. The fiscal year shall be (May 1 - April 30). Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the board members and the public.

**Section IV—Limits on Authority of Committees:**

No committee, including the executive committee, may do any of the following:

- A. Authorize distributions that have not been authorized by the board of directors or the committee's budget;
- B. Approve or recommend to members dissolution, merger or the sale, pledge or transfer of all or substantially all of the Association's assets;
- C. Elect, appoint or remove directors or fill vacancies on the board or on any of its committees;
- D. Adopt, amend or repeal the articles or bylaws; or
- E. Submit to the members of the Association a report without submitting the report to the board of directors.

**Section V – Terms of Office:** Committee chairs shall serve for a two-year term may be reappointed to a committee for successive terms of office. Committee members will serve a 1-year term may be reappointed to a committee for successive terms of office. Each member of a committee shall continue as such until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

**Section VI – Vacancies:** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**Section VII – Quorum:** Unless otherwise provided in the resolution of the board of directors designating a standing committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. At least two of the committee members present must then be members of the board of directors.

**Section VIII – Rules:** Each standing committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the board of directors. The provisions of the Minnesota Nonprofit Corporation Act governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board of directors, apply to committees and their members as well.

**Section IX – Advisory Committees:** Committees not having and exercising the authority of the board of directors in the management of the Association may be appointed in such manner as may be designated by a resolution adopted by a majority of the directors present, and shall not be subject to the provisions of the Minnesota Nonprofit Corporation Act governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board of directors. The board of directors may, from time to time, request such committees to provide the board with a full and complete report when required.

## **Article VI: Finances**

**Section I--Non-Profit Status.** This Association shall operate as a non-profit organization. No salaries shall be paid to an officer, unless specified in Article VI, section II; all services rendered to the Association shall be on a volunteer basis.

**Section II—Paid Officers:** The president will be paid a salary. The salary amount will be determined by a majority vote of the board of directors. The board of directors may decide, by a majority vote, to pay other officers, committee chairs, etc.

**Section III--Distribution of Finances.** No part of the finances of the Association shall be distributed except when the Board of Directors authorizes payment or reasonable compensation for services rendered or expenses incurred in achieving the goals of the Association.

**Section IV--Obligations and Bills.** All obligations and bills of the Association shall be paid upon authorization of the Board of Directors.

**Section V--Dues.** The Association will not charge dues.

**Section VI-- Budget Meeting:** The Board of Directors shall hold a meeting before the end of each fiscal year at which time it shall adopt a budget for the next fiscal year

**Section VII--Fiscal Year.** The fiscal year of the Association shall begin on May 1.

## **Article VII: Shares of Stock and Dividends Prohibited**

The Association shall not have or issue shares of stock. No dividend shall be paid and no part of the income of the Association shall be distributed to its directors or officers. The Association may pay compensation in a reasonable amount to its directors or officers for services rendered as provided by the articles, other provisions of these bylaws, or resolution of the board of directors.

## **Article VIII: Loans to Directors and Officers Prohibited**

The Association shall make no loan to its directors or officers. The directors of the Association who vote for or assent to the making of a loan to a director or officer of the Association, and any officer or officers participating in the making of such loan, shall be jointly and severally liable to the Association for the amount of such loan until the repayment thereof.

Any director against whom a claim shall be asserted under or pursuant to this Article XI shall be entitled to contribution from the other directors who voted for the action upon which the claim is asserted. To the extent that any director is required to pay such claim, he or she shall be subrogated to the rights of the Association against the debtor on the loan.

## **Article IX: Actions Against Officers and Directors**

The Association shall indemnify to the fullest extent permitted by the Minnesota Nonprofit Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the Association), by reason of the fact that the person is or was a director or officer of the Association, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Association, or serves or served at the request of the Association as a director or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust, or other enterprise.

## **Article X Contracts, Loans, Checks, Deposits**

**Section 1 – Contracts:** The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

**Section 2 – Loans:** No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

**Section 3 -- Checks, Drafts, Etc:** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness, issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the board of directors.

**Section 4 -- Deposits:** All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the board of directors may select.

## **Article XI: Books and Records**

**Section 1 -- Books and Records:** The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of directors and committees having any of the authority of the board of directors, and shall keep at its registered or principal office a record giving the names and addresses of the directors entitled to vote. All books and records of the Association may be inspected by any director, or his/her agent or attorney, for any proper purpose at any reasonable time.

**Section 2 -- Financial Statements:** At the close of each taxable year the directors shall engage an accountant to prepare a financial statement for the Association

## **Article XII: Waiver of Notice**

Whenever any notice is required to be given under the provisions of the Minnesota Nonprofit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **Article XIII: Amendments of Articles and Bylaws**

**Section 1 -- Amendment of Articles of Incorporation:** The articles of incorporation of the Association may be altered, amended, or restated by the board of directors and members in the following manner:

- A. The board of directors shall, at any regular or special meeting of the board, adopt a resolution setting forth the proposed alteration, amendment, or restatement.
- B. Written notice of the date, time and place of such regular or special meeting of the directors shall be sent by first class mail to each director or member entitled to vote not less than thirty (30) days prior to the scheduled meeting. The requirement of notice may be fulfilled by printing of the notice in the Association's regular publication or on the Association's website. The notice to directors shall include or be accompanied by a copy or summary of the proposed alteration, amendment, or restatement, or state the general nature of the change. The notice may also direct the directors or members to the Association's website to obtain a copy or summary of the proposed alteration, amendment, or restatement
- C. The proposed alteration, amendment, or restatement shall require approval by a majority vote of the board of directors. The proposed alteration, amendment, or restatement shall be adopted upon receiving approval by a majority vote of the members present, in person or by absentee ballot, at such annual or special meeting. In case of a tied vote, during *any vote*, the president, or the officer filling in for the president, will cast the tie-breaking vote.

**Section 2 -- Amendment of Bylaws:** The bylaws of the Association may be altered, amended or repealed and new bylaws may be adopted by the board of directors and members in the following manner:

- A. The board of directors shall, at any regular or special meeting of the board, adopt a resolution setting forth the proposed alteration, amendment, or repeal.
- B. Written notice of the date, time and place of such regular or special meeting of the directors or annual or special meeting of the members shall be sent by first class mail to each director or member entitled to vote not less than thirty (30) days prior to the scheduled meeting. The requirement of notice may be fulfilled by printing of the notice in the Association's regular publication or on the Association's website. The notice to directors shall include or be accompanied by a copy or summary of the proposed alteration, amendment, or repeal, or state the general nature of the change. The notice may also direct the directors to the Association's website to obtain a copy or summary of the proposed alteration, amendment, or restatement.
- C. The proposed alteration, amendment, or repeal shall require approval by a majority vote of the board of directors. The proposed alteration, amendment, or repeal shall be adopted upon receiving approval by a majority vote of the members present, in person or by absentee ballot, at such annual or special meeting. In case of a tied vote, during *any vote*, the president, or the officer filling in for the president, will cast the tie-breaking vote.

## **Article XIV: Choice of Law and Choice of Forum**

*Section 1 -- Choice of Law:* The validity of these bylaws, and the rights, obligations, and relations of the parties hereunder, shall be construed and determined under and in accordance with the substantive laws of the State of Minnesota, without regard to its principles of conflicts of law.

*Section 2 -- Choice of Forum:* Any action, suit, or proceeding arising from or relating to these bylaws as to any matter not subject to arbitration or with respect to any arbitration proceeding or award will not be commenced except in the appropriate court (state or federal) in the City of Coon Rapids, State of Minnesota. The parties expressly consent to jurisdiction of such court.

## **Article XV: Robert's Rules of Order Revised**

Unless otherwise provided by the Minnesota Nonprofit Corporation Act or these bylaws, all meetings and proceedings of the Association and its local chapters shall be governed by, and in accordance with, Robert's Rules of Order Revised.

## **Article XVI: Headings**

The headings contained in these bylaws are for convenience only and shall not in any way affect the meaning or interpretation of these bylaws.