

BY-LAWS  
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 .

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 third Wednesday in the month of September, in each year, beginning with the year 1978 at the hour of 7:00 o'clock p.m., for the election of the Board of Director vacancies and for the transaction or such other business as may properly come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Minnesota, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting of the membership or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the membership as soon thereafter as conveniently may be.

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 any place, either within or without the State of Minnesota, as the place of meeting for any annual meeting or for any special meeting. If no designation is made, or if a special meeting be otherwise called, the place or meeting shall be the principal office of the corporation in the State of Minnesota.

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 by the secretary to each member to the last known address of said member as the same appears on the books 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 served when the same has Mail been deposited in the United States mail, with postage fully prepaid, addressed to the member at his, her or its address 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. A simple majority of those members present shall constitute a quorum for the transaction of association business.

ARTICLE III

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 Fronek	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 the three 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 submit a slate of at least three (3) nominees to be considered to fill the three Board of Director vacancies at the next annual meeting of the membership.

Section 5. Annual Meetings. The annual meetings of the Directors shall be held without notice immediately after the adjournment of each 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. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this By-Law immediately after, and at the same place as the initial meeting of the general membership. The Board of Directors may provide, by resolution, the time and place, within or without the State of Minnesota, for the holding of additional regular meetings without other notice than such resolution.

Section 8. Special 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 9. 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 and when such a majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 10. 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 11. Vacancies. Any vacancy occurring in the Board of Directors may be filled by appointment made by the remaining Directors. A Director elected to fill a vacancy shall be a Director until his successor is elected by the membership who may make such election at the next annual meeting of the membership, or at any special meeting duly called for that purpose and held prior thereto.

Section 12. 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 IV

### 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 or 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 By-Laws 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 By-Laws 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 By-Laws.

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 V

### AMENDMENTS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted either by the affirmative vote of the membership representing a majority of the members present at the annual meeting, or special membership meeting or by the affirmative vote of the majority or the Board of Directors at any regular or special meeting, if a notice setting forth the terms of the proposal has been given in accordance with the notice requirements for special meetings of the membership or for special meetings of Directors, whichever may be applicable. The Board of Directors may make and alter all By-Laws, except those By-Laws fixing their number, qualifications, classifications, or term of office; provided, that any By-Law amended, altered or repealed by the Director as provided herein may thereafter be amended, altered, or repealed by the members.

## ARTICLE VI

### FISCAL YEAR

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

These By-Laws were adopted as and for the By-Laws 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.

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Secretary