

**BYLAWS
OF THE
NEW PRAGUE JUNIOR OLYMPIC VOLLEYBALL**

**ARTICLE I
Name**

The name of the entity (hereinafter called “the Company”) is New Prague Junior Olympic Volleyball.

**ARTICLE II
Purposes and Objectives**

The purposes and objectives for which the Company has been organized are charitable and educational, including the burdens of government, by providing resources for the advancement of youth volleyball programs in the community.

The NPJO Volleyball will promote a competitive volleyball athletic program for scholastic-aged children in the New Prague community. In so doing, we will:

- A. Organize winter volleyball teams to play in a competitive league.
- B. Provide skills/fundamentals training.
- C. Provide reasonable games and competitions to develop the character of our young student-athletes.

**ARTICLE III
Seal**

The Company shall have no seal.

**ARTICLE IV
Offices**

The principal office of the Company shall be located at such places as the Board may from time to time determine.

**ARTICLE V
Board of Directors**

1. Function. The business, property and policies of the Company shall be managed and controlled by a Board of Directors.
2. Powers and Duties of Board of Directors. All the corporate powers, except such as are otherwise provided for by these Bylaws and in the laws of the state of Minnesota, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to a committee of its own number, or to officers or employees of the Company such powers as it sees fit.

- a. The Board handles formation of teams and are approved by the Board. In general, teams will consist of 9 – 11 players. A tryout system using evaluators will be used to determine the final roster. Past knowledge of a player’s skills and experience can be used by the Board in this process.
- b. The Board will evaluate all situations on a case-by-case basis, pending approval by the Board.
 - i. If warranted by the Board, some girls may be allowed to “play up” a level. In this case, tryouts will be held to evaluate the appropriateness of such placement.
 - ii. A player who had played up in a previous season may, in the discretion of the Board, be allowed to stay with the same age group the following season.
- c. All participants are required to complete a tryout (designed by the Board) in order to be placed on a team for NPJO Volleyball. If an athlete is not able to try out during the set tryout scheduled, the Board may accommodate their situation uniquely.

The Board shall also oversee the naming of coaches and issues involving participation and behavior and establish procedures for qualification of coaches and for handling complaints regarding individuals under its jurisdiction.

3. Initial Board. The initial Board of Directors shall consist of five individuals, specified in the minutes of the incorporator, who shall serve for an initial term of 2 years.
4. Selection. The Board of Directors shall be self-perpetuating. Members of the Board of Directors, other than those serving at the time of incorporation, shall be selected by the existing Board.
5. Terms of Office. Directors shall serve staggered three (2) year terms. However, a Director may serve additional terms of office for purposes of fulfilling the duties of an elected officer, as provided in Article VI (Officers), Paragraph 2 (Election and Term of Office). Upon completion of any extended term, the Director’s seat shall become vacant and, if the Board chooses to fill the vacancy, shall be filled in accordance with Article V, Paragraph 8 below. Each Director elected after the completion of the initial term shall serve for a period of three (3) years. Designations required under this section shall be made by a resolution of the currently elected and seated Board of Directors.
6. Number. The number of Directors of the Company shall be no less than three (3) and shall be no more than twenty-five (25), but such number may be increased or decreased by resolution of the Board of Directors. When the number of Directors is so decreased by resolution adopted by the Board of Directors, such Director in office shall serve until his/her term expires, or until his/her resignation or removal as herein provided. The President shall be considered an ex-officio member and have no voting power except to break ties.
7. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors.

8. Vacancies. Any vacancy on the Board of Directors may be filled in the same manner provided for the selection of members of the Board set forth in paragraph 4 of this article. A Director elected to fill a vacancy shall serve through the completion of the vacant term.
9. Annual Meetings. The annual meeting of the Directors shall be held at a time and location as the Board of Directors shall determine, or via electronic or telephonic meetings as the Board resolves.
10. Special. Special meetings of the Board of Directors may be called by the Chair and must be called by him/her on the written request of two-thirds of the members of the Board.
11. Regular Meetings. Regular Meetings shall occur on the schedule determined by the Board. Initially, regular meetings shall occur the last Wednesday of the Month at 7:00P.M. at Fishtale in New Prague.
12. Notice of Meeting. Notice of meetings shall be given to each Director via mail or electronic mail or other similar means, but such notice may be waived by any Director. Regularly scheduled meetings of the Board of Directors may be held without notice at such time and place as shall be determined by the Board, provided that reasonable notice of such regularly scheduled meetings shall have been served on all Directors on at least one occasion. Any business may be transacted at any Board of Directors' meeting.
13. Waiver of Notice. A Director may waive any notice required under the provisions of any law or under the provisions of the Articles of Incorporation or Bylaws of this Company before or after the date and time stated in the notice. Such waiver shall be in the form of a record, signed by the Director entitled to the notice, and filed with the minutes of the Company. A Director's attendance at or participation in a meeting shall waive any required notice to the Director of the meeting, unless the Director at the beginning of the meeting, or promptly upon arrival, objects to holding the meeting or transacting at the meeting and does not thereafter vote for or assent to action taken at the meeting.
14. Quorum. At all meetings of the Board of Directors, a majority of the then elected and sitting Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these Bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time-to-time without further notice to any Directors.
15. Electronic Attendance at Meetings. Any or all directors may participate in a meeting of the Board of Directors or a committee of the Board by means of conference telephone, electronic, computerized, or by any means of communication by which all persons participating in the meeting are able to hear one another in a manner that is reasonable simultaneous, and such participation shall constitute presence in person at the meeting.

16. Voting. A majority of votes carries any action, except where provided otherwise by law or by these bylaws. Voting may be conducted in person or by conference call. Proxy voting by Directors is not permitted. Action may be taken without a meeting where all Directors consent to the action in writing.
17. Contracts and Services. The Directors and officers of the Company shall avoid direct or indirect conflicts of interest relating to or incidental to the operations conducted by the Company, including the negotiation of contracts and other matters. A Director with an actual, apparent, or potential conflict of interest with the mission and activities of the Company will disclose to the Board any such conflicts and any business, financial and organizational interests and affiliations which are or could be construed to be a conflict of interest. In no event, however, shall any person or other entity dealing with the Directors or officers be obligated to inquire into the authority of the Directors and officers to enter into and consummate any contract, transaction, or other action.
18. Compensation. Directors shall not receive any stated salary for their services as such, but by resolution of the Board, a fixed sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of the Board. The Board of Directors shall have power in its discretion to contract for and to pay Directors rendering services to the Company compensation appropriate to the value of such services, in an arm's length transaction.
19. Removal of Directors. Any Director may be removed from office for conduct detrimental to the interest of the Company by a two-thirds vote of the full Board of Directors at any regular or special meeting called for that purpose, but the Director subject to removal proceedings shall not vote. Any such Director proposed to be removed shall be entitled to a written notice mailed at least fifteen days prior to the date of the meeting at which such removal is to be voted upon, and shall be entitled to appear before and be heard at such meeting. Directors may also be removed for the failure to attend three consecutive meetings in a calendar year.

ARTICLE VI

Officers

1. Titles. The officers of the Company shall be the President, Vice President, Secretary, Treasurer, and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors.
2. Election and Term of Office. The officers shall be selected for a term of two years by the Board of Directors. However, an officer may serve two consecutive terms in any one office and may be elected to another office for additional terms.
3. Qualifications. All Officers shall be Directors. A candidate is not eligible for election as an Officer if the candidate is not currently serving as a Director, except that this rule shall not apply to the Immediate Past Chair or to an officer elected to a second term or another officer position, and such Officer's term on the Board of Directors shall be extended as

provided in Article V (Board of Directors), Paragraph 5 (Terms of Office). Board members who shall hold any office shall be qualified for the office to which they may be appointed and may not hold any office where that office's duties would cause that person to be in violation of any federal law, regulation or other applicable requirement. To be considered as a board member, an individual must be a NPJO Volleyball member in good standing and meet at least one of the following: (a.) Served as a winter coach for a minimum of 1 year; (b.) Served as an association coordinator for a minimum of 1 year; or (c.) Possess a specialized skill set that would benefit NPJO Volleyball.

4. Vacancies. In case any office of the Company becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the Directors then in office, although less than a quorum, may elect an officer to fill such vacancy, and the officer so elected shall hold office through the completion of the vacant term or until the officer's successor is duly elected and qualified.
5. Duties and Responsibilities.
 - a. President. The President shall have and exercise general charge and supervision of the affairs of the Company and shall do and perform such other duties as may be assigned to him/her by the Board of Directors. The President shall preside at meetings of the Board of Directors. She/He may sign any contracts or agreements authorized by the Board of Directors. The President shall be a non-voting member (With the exception of a tiebreaker) whose primary roles are setting the agenda and being the primary point of contact for Company issues.
 - b. Vice President. The Vice President shall have and exercise the powers and perform the functions that are from time-to-time assigned to him/her by the President or the Board of Directors. The Vice President shall have the powers and shall exercise the duties of the President whenever the President, by reason of illness or other disability, or absence, is unable to act, and at other times when specifically so directed by the Board of Directors. At such times as the Vice President is temporarily serving as President, the Vice President shall retain his/her voting privileges.
 - c. Secretary. The Secretary shall have charge of such books, documents, and papers as the Board of Directors may determine and shall have the custody of the corporate records. She/He shall be responsible for recording or seeing to the proper recording of the minutes and transactions of all meetings of the Directors, and for maintaining the corporate books of all such meetings in the form and manner required by law. She/He may sign in the name, and on behalf of the Company, any contracts or agreements authorized by the Board of Directors, and may execute documents on behalf the Company.
 - d. Treasurer. the Treasurer shall have the oversight of all funds, property, and securities of the Company, subject to such regulations as may be imposed by the Board of Directors; when necessary or proper, she/he shall endorse on behalf of the

Company collection checks, notes, and other obligations, and shall deposit the same to the credit of the Company at such banks or depositories as the Board of Directors may designate; she/he shall sign all receipts and vouchers, in addition to such other officer or officers, if any, as may be designated by the Board of Directors; she/he shall sign all checks of the Company, and all bills of exchange and promissory notes issued by the Company except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these Bylaws to some other officer or agent of the Company; she/he shall maintain full and accurate account of all monies and obligations received and paid or incurred by him/her for or on account of the Company; she/he shall make such payments as may be necessary or proper to be made on behalf of the Company and enter such payments regularly on the books of the Company; and she/he shall, in general, perform all the duties incident to the office of Treasurer, subject to the control of the Board of Directors. She/He may be required to give bond for the faithful performance of his duties, in such sum and with such sureties as the Board of Directors may require.

- e. Technology. The Technology Director manages web site to insure information is current and accurate. Also shall post practice and tournament schedules online. Manages the social media accounts and keep them up to date.
 - f. Special Committee. The Special Committee Director will coordinate all Uniform orders, apparel and Dozinky parade.
 - g. Teams. The Teams Director will organize and manage the ordering, distribution and designing of all uniforms and spirit wear. Will organize the try-outs and league registration.
 - h. Registration. The Registration Director works with scheduling practices. Will help to manage the registration of players.
 - i. Volleyball Development. The Volleyball Development Director is responsible for coaches and all aspects related to: training, communication, practices and tournaments. Work with the club director with interviewing and hiring of coaches
6. Removal. Any officer may be removed from office by the affirmative vote of two-thirds of all the Directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interest of the Company or for refusal to render reasonable assistance in carrying out its purposes. Any officer proposed to be removed shall be entitled to at least fifteen days' notice in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

ARTICLE VII

Agents and Representatives

The Board of Directors may appoint such agents and representatives of the Company, including an executive director or other employee of the Company, with such powers and to perform such acts or duties on behalf of the Company including, but not limited to, any of the responsibilities of the Officers with regard to the operation of the Company as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law. The initial executive director shall be the President of the Company and shall be responsible for the day-to-day management of the Company. The Board delegates to the President such powers to perform all necessary acts or duties on behalf of the Company to fulfill this function, including, but not limited to, the negotiation and execution of contracts and the hiring, termination, and supervision of staff, so far as may be consistent with these Bylaws to the extent authorized or permitted by law.

ARTICLE VIII

Advisors

1. Advisory Committees or Panels. The Board of Directors may appoint from its number, or from among such persons as the Board may see fit, one or more advisory committees or panels, and at any time may appoint additional members thereto. The members of any such committee or panel shall serve during the pleasure of the Board of Directors. Such advisory committees or panels shall advise and aid the Directors and officers and employees of the Company in all matters designated by the Board of Directors. Each such committee or panel may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meetings of that body and other matters relating to its procedure. The members of any advisory committee or panel shall not receive any stated salary for their services as such, but by resolution of the Board of Directors a fixed sum or expenses of attendance, if any, or both, may be allowed for attendance at any meeting of such committee or panel. The Board of Directors shall have power in its discretion to contract for and to pay members of such advisory Committee or panel rendering services to the Company compensation appropriate to the value of such services, in an arm's length transaction.

2. Advisors to Committees of the Board. The Board of Directors may appoint from among such persons as the Board may see fit, one or more advisors to any existing committee established by the Board. These advisors shall serve at the pleasure of the Board of Directors and shall advise and aid the Directors and officers and employees of the Company in all matters designated by the Board of Directors. Each such advisor shall be a non-voting member of the committee of the Board. The advisors to the Board committees shall not receive any stated salary for their services as such, but by resolution of the Board of Directors a fixed sum or expenses of attendance, if any, or both, may be allowed for attendance at any meeting of such Board committee. The Board of Directors shall have power in its discretion to contract for and to pay such advisors rendering services to the Company compensation appropriate to the value of such services, in an arm's length transaction.

ARTICLE IX
Fiscal Year

The fiscal year of the Company shall commence on July 1 of each year and end on June 30.

ARTICLE X
Prohibition Against Sharing in Corporate Earnings

No Director, officer, employee, or person connected with the Company, or member of an advisory committee or panel, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Company; provided, that this shall not prevent the payment to any such person of such reasonable compensation as would be paid to an unrelated third party for services rendered to or for the Company in affecting any of its purposes as shall be fixed by the Board of Directors, nor shall it limit the extent to which grants, scholarships, and fellowships can be made available to scholars, researchers, students, writers and others. No such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Company.

ARTICLE XI
Investments

The Company shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Officers, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or by any similar restrictions.

ARTICLE XII
Amendments

The Officers shall have the power to make, alter, amend, and repeal the Bylaws or Articles of Incorporation of the Company by affirmative vote of a majority of the Directors; provided that the proposed action is inserted in the Notice of the Meeting of the Board.

ARTICLE XIII
Dissolution

1. Procedure. The Company may be dissolved in accordance with the Laws of the State of Minnesota. The Officers must first approve a resolution recommending dissolution.
2. Distribution of Assets. Upon dissolution of the Company, the Officers shall distribute the assets of the Company remaining after the payment, satisfaction and discharge, or adequate provision therefor, of all liabilities and obligations of the Company to one or more foundations, societies or organizations organized and operated not-for-profit, who, in the judgment of a majority of the Directors, shall be deemed to further the missions set forth in the Company's mission, provided that such foundations, societies or organizations must be tax-exempt under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XIV
Indemnification

1. Indemnification. The Company shall indemnify and hold harmless any person (the “Indemnitee”), who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suitor proceeding whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that the Indemnitee is or was a director, advisory director, officer, employee, volunteer, agent or fiduciary of the Company, or is or was serving at the written request of the Company, or is or was serving at the written request of the Company as a director, advisory director, officer, employee, agent, trustee or fiduciary of another foundation, partnership, joint venture, trust, employee benefit plan or other enterprise, to the fullest extent permitted by law, against all expenses (including but not limited to attorneys’ and other experts’ fees and disbursements), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Indemnitee or his heirs, executors or administrators in connection with any such action, suit or proceeding, or in connection with any appeal therein; and no provision of these Bylaws is intended to be construed as limiting, prohibiting, denying or abrogating any of the general or specific powers or rights conferred under the Minnesota Nonprofit Corporation Act upon the Company to furnish, or upon any court to award, such indemnification, or indemnification as otherwise authorized pursuant to the Minnesota Nonprofit Corporation Act or any other law now or hereafter in effect.

2. Determination. If and to the extent such indemnification shall require a determination whether or not the relevant person met the applicable standard of conduct set forth in the Minnesota Nonprofit Corporation Act, such determination shall be made expeditiously at the cost of the Company after a request for the same from the person seeking indemnification. Such a determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion. If indemnification is to be given or an advance of expenses is to be made upon a determination by independent legal counsel, such counsel may be the regular counsel to the Company. In rendering such opinion, such counsel shall be entitled to rely upon statements of fact furnished to them by persons reasonably believed by them to be credible, and such counsel shall have no liability or responsibility for the accuracy of the facts so relied upon, nor shall such counsel have any liability for the exercise of their own judgment as to matters of fact or law forming a part of the process of providing such opinion. The fees and disbursements of counsel engaged to render such opinion shall be paid by the Company whether or not such counsel ultimately are able to render the opinion that is the subject of their engagement.

3. Advances of Expenses. If an indemnified party shall request that his expenses actually and reasonably incurred in connection with any actual or threatened action, suit, proceeding or investigation or appeal therein be paid by the Company in advance of the final disposition

thereof, such request shall not be unreasonably refused, and a response to such request shall not be unreasonably delayed, by the Company.

ARTICLE XV
Standard of Care in Dealing with Other Organizations

1. General Duties. It is the responsibility of each officer and director of this corporation to discharge her/his duties as a director in good faith, in a manner the person reasonably believes to be in the best interests of the Company, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.
2. Voidable Contracts. A contract or other transaction between the Company and one or more of its directors, or between the Company and an organization in or of which one or more of the Company's directors and directors, officers or legal representatives have a material financial interest, is not void or voidable because the director or directors or the other organizations are parties or because the director or directors are present at the meeting of the Board of Directors or a committee at which the contract or transaction is authorized, approved or ratified, if:
 - a. The contract or transaction was, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the contract or transaction was, fair and reasonable as to the corporation as the time it was authorized, approved or ratified; or
 - b. The material facts as to the contract or transaction and as to the director's or directors' interest are fully disclosed or known to the Board or a committee, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a majority of the Board or committee, but the interested director or directors shall not be counted in determining the presence of a quorum and shall not vote. For the purpose of this Section:
 - i. A director does not have a material financial interest in a resolution fixing the compensation of the director or fixing the compensation of another director as a director, officer, employee or agent of the Company, even though the first director is also receiving compensation from the corporation; and,
 - ii. A director has a material financial interest in each organization in which the director, or the spouse, parents, children and spouses of children, brothers and sisters and spouses of brothers and sisters of the directors, or any combination of them have a material financial interest.

ARTICLE XVI
Conflict of Interest

1. Disclosure. In connection with any actual or possible conflict of interest, an director, officer, or any other individual who has a potential or actual financial interest, either as the controlling party or as an employee, contractor, or any other direct or indirect beneficiary of a third party dealing with the Company, 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 delegated powers considering the proposed transaction or arrangement. After investigation of the material facts, the individual must recuse herself or himself from any meeting, and not be present at the discussion of any determination of whether a conflict of interest exists, and, should the Board of Directors identify that a conflict of interest does exist, shall establish procedures ensuring that the individual is not permitted to participate in any decision-making authority in the matter under consideration by the Company. Such may include a requirement of investigating third parties to undertake the same issue without giving rise to a conflict of interest, should the Board of Directors determine it would be advantageous. Failure of any such individual to notify and disclose the potential conflict of interest may give rise to disciplinary action.
2. Prohibition. No member of the Board of Directors who is also an employee of the Company shall be permitted to participate or vote in any discussion regarding the compensation of employees or Officers.

ARTICLE XII
Effective Date

The Bylaws shall take effect on the date of adoption.

Adopted this ____ day of March, 2023 by the organizational meeting of the Company.



CERTIFICATE OF SECRETARY

Adopted on March ____, 2023.

Amended: