

AMENDED AND RESTATED

BYLAWS

OF

STMA JUNIORS

ARTICLE I

NAME AND LOCATION

**Section 1.** The name of the corporation shall be STMA Juniors.

**Section 2.** The participants will include individuals living within the Saint Michael-Albertville District 885 who attend the public or Saint Michael Parish schools. The Board may, from time to time when needed or desired, extend the geographic territory at its discretion.

ARTICLE II

MEETINGS

**Section 1. Annual Meeting of Members.** An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time. All participants in the program are encouraged to attend and the attendance of all members of the Board of Directors is strongly recommended.

**Section 2. Regular Meeting of Board of Directors.** An annual meeting of the Board of Directors shall be held, without notice, immediately following and at the same place as the annual meeting of the members. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

**Section 3. Special Meetings.** Special meetings may be requested by the President or members of the Board of Directors.

**Section 4. Notice.** Notice of all member meetings shall be provided under this section or as otherwise required by law. The notice shall provide the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be made to all members of record at least 10 days prior to the meeting.

**Section 5. Place of Meeting.** Board meetings shall be held at a location as stated in the notice.

**Section 6. Agenda and Minutes.** An agenda for the meeting should be established not less than three days prior to the meeting. Anyone wishing to place an item on the agenda must do so by presenting it to the Chair in writing, no later than two days prior to the meeting. Copies of the minutes of the previous meeting shall be distributed to all members of the Board of Directors. Minutes shall be made available to the public upon request.

ARTICLE III  
BOARD OF DIRECTORS

**Section 1. Role of Directors.** The Board of Directors shall be responsible for the overall policy and direction of STMA Juniors.

**Section 2. Number of Directors.** The corporation shall be managed by a Board of Directors. The Board of Directors shall consist of the people holding the officer's positions as follows: President/Club Chairperson, Vice President/Club Vice Chairperson, Secretary, Treasurer, High School Advisor, Scheduler, Equipment Manager, Coaching Coordinator, Fundraising Director, Uniforms Coordinator, Website Coordinator and any other officer position as deemed to be necessary from time to time at the sole discretion of the Board of Directors. The Board of Directors shall consist of no fewer than five voting members and three non-voting members. For purposes herein, the voting members shall be as follows: President/Club Chairperson, Vice President/Club Vice Chairperson, Secretary, Treasurer, High School Advisor and the non-voting members shall be as follows: Scheduler, Equipment Manager, Coaching Coordinator, Fundraising Director, Uniforms Coordinator, Website Coordinator and any other officer position as deemed to be necessary from time to time at the sole discretion of the Board of Directors. In the event one person holds more than one position which allows voting rights, regardless how many positions are held by that person, he/she is allowed one vote and not one vote per position held. In the event of a tie among the voting members present, the Scheduler and/or Coaching Coordinator shall cast a tie-breaking vote.

**Section 3. Election and Term of Office.** The directors shall be elected at the annual meeting. Each voting director shall serve a term of two years, or until a successor has been elected and qualified. Each non-voting director shall serve a term of one year or until a successor has been elected and qualified. The term of office will be from the date of the announcement of the election results to the announcement of the election results at the end of the second year. Any director who takes such office by appointment to fill a vacancy after the resignation or removal of another director, the term of office for purposes of calculating the time period shall begin if that director is subsequently elected at the next annual meeting.

**Section 4. Compensation.** All Board positions receive no compensation.

**Section 5. Quorum.** A majority of directors shall constitute a quorum. Each member of the Board will be entitled to only one vote.

**Section 6. Informal Action.** Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if consent is given to set forth the action so taken. Consent requires a written signature from all of the directors or all of the members of the committee of directors, as the case may be.

**Section 7. Removal/Vacancies.** A director may be subject to removal by 2/3 vote of the entire Board of Directors at a meeting of the members called for that purpose. This meeting requires that proper notice be given to the persons involved. Reasons for removal may include: excessive or three consecutive absences, inappropriate or unethical behavior, failure to regularly perform duties, etc. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

**Section 8. Committees.** To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees. They must also coordinate the solicitation of sponsors and send follow-up and acknowledgement letters to sponsors.

**Section 9. Robert's Rules of Order.** Robert's Rules of Order will be the authority for all questions and procedures at any meetings of SMTA Juniors.

#### ARTICLE IV OFFICERS

**Section 1. Number of Officers.** The officers of the corporation shall be President/Club Chairperson, Vice President/Vice Chairperson, Secretary, Treasurer, High School Advisor, Scheduler, Equipment Manager, Coaching Coordinator, Fundraising Director, Uniforms Coordinator, Website Designer and any other officer position as deemed to be necessary from time to time at the sole discretion of the Board of Directors. Each of the officers shall be a member of the Board of Directors. Two or more offices may be held by one person.

**Section 2. Election and Term of Office.** The officers shall be appointed by the Board of Directors at the first meeting of the Board of Directors following the annual meeting of the members. Each of the following officer positions shall serve a term of two year or until a successor has been elected and qualified: President/Club Chairperson, Vice President/Club Vice Chairperson, Secretary, and Treasurer. Each of the following officer positions shall serve a term of one year or until a successor has been

elected and qualified: Scheduler, High School Advisor, Equipment Manager, Coaching Coordinator, Fundraising Director, Uniforms Coordinator, Website Coordinator and any other officer position as deemed to be necessary from time to time at the sole discretion of the Board of Directors.

**Section 3. Removal or Vacancy.** The Board of Directors shall have the power to remove an officer or agent of the corporation. Any vacancy that occurs for any reason may be filled by the Board of Directors appointing someone to fill the vacancy until the term of the vacant position expires.

## ARTICLE V COACHES

**Section 1. Coach Selection.** All coaches will be subject to a background and reference check. Coaches will be appointed by the Board of Directors.

**Section 2. Role of the Coach.**

- To plan effective training experiences for the participants on the team at a level appropriate for their age and level of skill.
- To advance the skill levels of all participants during the season.
- To develop a style of play where the participant and team have the best possible chance to succeed. To conduct the game with strategies consistent with the level of skill and the age of the participants.
- To communicate with participants/parents about practice and game schedules.
- To insist on the highest level of sportsmanship from the coach, participants and parents.
- To listen to concerns/questions as they arise and bring them to the attention of the Board of Directors.
- The coach is responsible to collect funds from participants and deliver those funds to the treasurer for any tournament costs that exceed the annual limit.

**Section 3. Compensation.** Coaches shall receive reasonable compensation determined by and at the discretion of the Board of Directors.

ARTICLE VI  
DUTIES OF DIRECTORS AND OFFICERS

**Section 1. Responsibilities.** Responsibilities of the Directors shall include but not be limited to the following:

**The President (also known as Chairperson) shall:**

- Preside at all meetings of the Board of Directors and the general meeting of the members for STMA Juniors.
- Coordinate and oversee committee work.
- Schedule, set agenda and conduct Board meetings.
- Set calendar and timelines for year.
- Mediate parent issues or concerns.
- Plan and conduct parent organizational meeting.
- Have charge of the business of STMA Juniors and act in its interest in all cases.
- Have power either directly or through delegation to designate the powers, and duties of all officers and members for other officers as those specifically enumerated in this Article, and the power reserved to the Board of Directors as outlined in Article III of these Bylaws.

**The Vice-President (also known as Vice Chairperson) shall:**

- Perform all duties and execute all of the powers of the President in his/her absence.
- Execute any such other duties as may be delegated by the President.

**The Secretary shall:**

- Organize forms needed by North Country Region for registration in October.
- Set up team lists for parent handbook.
- Coordinate information for tryout process.
- Coordinate USA Volleyball registration forms, birth certificates, and other required forms.
- Take, transcribe, duplicate, and maintain a file of minutes of the general meeting and all meetings of the Board of Directors.
- Distribute agendas, minutes, and other materials.
- At season's end, collect, label, and file all materials that have come into his/her possession during his/her term of office.
- Maintain an official document file, which shall contain the Articles of Incorporation and Bylaws of STMA Juniors.
- Keep an updated mailing label list.

**The Treasurer shall:**

- Have custody of all funds of the corporation and shall keep an accurate record of receipts and expenditures.
- Maintain financial records for each of the players and each team.
- Issue checks in the STMA Juniors accounts upon approval of the Board of Directors, balance the corporate checking account and be accountable for the checkbook.
- Provide monthly statements and prepare an annual report of the receipts and expenditures for the presentation to the general meeting of STMA Juniors. He/She shall also prepare such other reports as may be required by the President and/or Board.
- Work with fundraising projects and volunteers.

**The Equipment/Site Manager shall:**

- Obtain bids and purchase equipment as needed for each season.
- Coordinate storage, dispersal and collection of all team equipment and medical kits.
- Keep an inventory of all equipment in possession of STMA Juniors and submit the inventory to the Secretary at least annually.
- Provide instructions to Team Reps. For assistance.

**The High School Advisor shall:**

- Coordinate information for the High School program.

**The Scheduler shall:**

- Coordinate gym/practice schedules.
- Register for local tournaments.
- Schedule gym time and other facility needs.
- Coordinate gym time with Coach Coordinator.

**The Uniforms Coordinator shall:**

- Price and order uniforms and accessories.
- Coordinate distribution of uniforms.

**The Coaching Coordinator shall:**

- Provide handbook, conduct meetings and necessary communications with coaches.
- Assist with technical development of coaches.
- Coordinate coaching, clinics and developmental programs.
- Print and send out evaluation sheets for players, parents, and coaches.

**The Website Coordinator shall:**

- Setting up team pages for each season
- Posting rosters for each team on the team pages
- Posting try-out results
- Posting the schedule for each weekend tournament/playdate
- Entering any other pertinent information on the home page of the website
- Training team reps (if there are any) on how to load data onto their team pages
- Posting all registration information on the website
- Updating the sponsorship page as necessary
- Updating the Board members and contacts as necessary
- Posting Minutes from the Board meetings
- Reviewing content posted by team reps to ensure appropriateness of content

**The Fundraising Director shall:**

- Direct fundraising strategy.
- Organize activities for raising money.
- Assist with annual tournaments.

ARTICLE VII  
MEMBERS

Initially, the members of the Board of Directors of this corporation shall be the only members of this corporation. Each member of the Board of Directors of this corporation automatically shall become and be a member of this corporation concurrently with his or her becoming a member of such Board of Directors, shall continue to be a member of this corporation for so long as he or she is a member of such Board of Directors, and automatically shall cease to be a member of this corporation concurrently with his or her ceasing to be a member of the Board of Directors of this corporation. The Board of Directors may elect to open the membership to non-board members by a majority vote. In such case, the members must meet the criteria set forth herein.

The current members, on the date these Bylaws are adopted, are individuals that have satisfactorily shown a desire to aid and assist in the purpose of STMA Juniors. Any office staff or teacher within the Saint Michael-Albertville District 885 public or Saint Michael Parish schools, as well as any parent, guardian or other adult standing in loco parentis for a child in the Saint Michael-Albertville district 885 public or Saint Michael Parish schools may become a Board Member or, if membership becomes open to non-Board members, a member at-large.

Dues, if any, will be established by the Board of Directors. If dues are charged, a member must have paid his or her dues at least 14 calendar days before the meeting to be considered a member in good standing with voting rights.

ARTICLE VIII  
FINANCIAL STRUCTURE

**Section 1. Income.** Income needed to operate the various programs of STMA Juniors will be derived from:

- Fees charged to participants/parents to be determined each year by the Board.
- Donations from businesses or civic organizations.
- Miscellaneous income: any income from fundraising activities. All fundraising activities must be approved by the Board of Directors.

**Section 2. Treasurer.** The treasurer, with approval of the Board, will pay, by check or check card all debts claimed on STMA Juniors. Appropriate billings, receipts, statements, etc. must accompany all claims.

**Section 3. Checking Account.** One voting member, other than those listed on the checkbook, must review the checkbook balance and reconciliation monthly.

**Section 4. Hardship.** STMA Juniors may provide participants in a hardship situation the right to play volleyball for STMA Juniors. For purposes of this section, hardship shall be determined by the Board of Directors on a case by case basis and may include either a reduction or elimination of fees, as determined by the Board of Directors in its sole discretion. The process for determining a hardship shall be handled with confidentiality and dignity towards all parties involved.

**Section 5. Conflict of Interest.** The purpose of the conflict of interest policy is to protect the tax-exempt status of STMA Juniors when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of STMA Juniors or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

A. Definitions. An interested person, for purposes of this conflict of interest policy is any director, principal officer, or member of a committee with Board of Directors delegated powers, who has a direct or indirect financial interest, as defined below:

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

a. An ownership or investment interest in any entity with which the STMA Juniors has a transaction or arrangement,

b. A compensation arrangement with the STMA Juniors or with any entity or individual with which the STMA Juniors has a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the STMA Juniors is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

The fact that one of the interests described above has occurred does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances that a conflict exists precludes Board action. As provided in Article VIII, Section 5, subsection B, part 2, the Board shall determine whether a conflict exists.

B. The Board shall not enter into any contract or transaction with (a) one or more of its directors, (b) a director of a related organization or (c) an organization in or of which a director of STMA Juniors is a director, officer or legal representative, or in some other way has a material financial interest unless:

1. Duty to Disclose

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

2. Determining Whether a Conflict of Interest Exists

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

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the Board of Directors or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the STMA Juniors' best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### 4. Violations of the Conflicts of Interest Policy

a. If the Board of Directors or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

The interested Director may be present for discussion to answer questions, but may not advocate for the action to be taken, cannot be included to establish a quorum for the meeting, and must leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

C. Compensation. This subsection shall govern when compensation from STMA Juniors is being determined.

1. A voting member of the Board of Directors who receives compensation, directly or indirectly, from STMA Juniors for services is precluded from voting on matters pertaining to that member's compensation.

2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from STMA Juniors for services is precluded from voting on matters pertaining to that member's compensation.

3. No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly,

from STMA Juniors, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE IX  
SEXUAL AND PHYSICAL ABUSE POLICY

The policies of this Article IX are subject to any contrary requirements in Minnesota state law or local law applicable to the STMA Juniors affiliates.

It is the policy of STMA Juniors that there shall be no tolerance of sexual abuse or physical abuse of any participant involved in any of its sanctioned programs, training clinics, registration, try-outs, practices, games, tournaments, etc.

- Sexual abuse occurs when an employee, volunteer or independent contractor touches a minor participant or a minor participant touches them for the purpose of causing sexual arousal or gratification or either the minor participant, the employee, volunteer or independent contractor.
- Neither consent of the participant to the sexual or physical contact, mistakes as to the age of the participant, nor the fact that the sexual or physical contact did not take place at a volleyball function are defenses to a complaint of sexual or physical abuse.
- Upon suspicion or a complaint of a violation of this policy, the Board of Directors shall have the authority, in its sole and absolute discretion, to suspend, terminate and/or ban the violator from any STMA Juniors' programs.

ARTICLE X  
MISCELLANEOUS

**Section 1. Amendments.** The Board of Directors shall have the power to amend the Articles of Incorporation and these Bylaws. Subject to restrictions imposed by statute, the Board of Directors may amend the Articles and Bylaws by adopting a resolution setting forth the amendment, providing written notice of the proposed amendments at least 15 calendar days prior to a duly called meeting. Such amendment shall require an affirmative vote of two-thirds of the Board of Directors at a duly constituted meeting.

CERTIFICATION OF BYLAWS

These Amended and Restated Bylaws were adopted as and for the Bylaws of STMA Juniors, a Minnesota non-profit corporation, at the first meeting of the Board of Directors effective on the 15<sup>th</sup> day of October, 2010.

Candice Gaston

By: Candice Gaston

Its: President