

**BYLAWS  
OF  
INTERNATIONAL ROUNDNET FEDERATION**

As duly adopted by the Board of Directors  
this 6<sup>th</sup> day of April, 2021

With Conflict of Interest and Dispute Resolution Policies

Prepared by  
Wagenmaker & Oberly, LLC

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**BYLAWS  
OF  
INTERNATIONAL ROUNDNET FEDERATION**

**1 DEFINITIONS**

The following terms used in these Bylaws shall have the meanings set forth below.

**1.1 Act**

“Act” means the Illinois General Not for Profit Corporation Act of 1986, as amended.

**1.2 Corporation**

“Corporation” means International Roundnet Federation, an Illinois not-for-profit corporation and world governing body for the sport of roundnet.

**1.3 Member**

Each “Member” shall be a national amateur sports association that is a country’s national governing body (“NGB”) for the sport of roundnet, as further described in Section 4.2 below.

**1.4 General Assembly**

“General Assembly” means the Corporation’s governing body of Members, represented through member-appointed delegates and as more fully described herein.

**1.5 Continental Regions**

“Continental Regions” shall consist of North America, South America, Europe, Northern Asia, South Asia/Oceania (including Australia, New Zealand, and all the Pacific Rim and island countries) and Africa.

**2 CORPORATE OFFICES**

The Corporation shall continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office. The Corporation may have other offices within or without the state and need not be identical with the principal office in the State of Illinois. The address of the registered office and registered agent may be changed from time to time by the Board of Directors.

**3 CORPORATE PURPOSES**

As set forth in the Articles of Incorporation, the Corporation is organized and operated exclusively for charitable purposes in accordance with Sections 501(c)(3) and 501(j) of the Internal Revenue Code of 1986 (or a corresponding provision of any future United States Internal Revenue law, referred to below as the “Code”), as a qualified amateur athletic organization to foster national and international sports competition of the sport of roundnet. More specifically, the Corporation is organized and operated to sanction international competition, set standards for play, regulate national governing bodies, and promote the development of roundnet on a global stage. In order to fulfill these purposes, the Corporation is dedicated to do the following:

- a) To encourage the proliferation of roundnet, with its high standards of sportsmanship and friendly and fair competition, and its great value as a physical conditioner, as a sport in which any person of athletic ability and desire can participate;
- b) To promote the sport of roundnet through widely available instruction and related opportunities, such as through inclusion in schools' sports curriculum and tournaments;
- c) To encourage the spread of regional, national, and international roundnet competitions;
- d) To sanction and determine eligibility and operational requirements as an international federation of national governing bodies; and
- e) To promote international competition, relationships, and good will through competition between roundnet teams, composed of persons of athletic ability from all types of backgrounds.

## 4 GENERAL ASSEMBLY AND MEMBERSHIP

### 4.1 General Assembly and Delegates

The General Assembly shall have the power to govern the Corporation through its Members, as set forth herein. Each Member may designate one or two delegates to participate in the Corporation's General Assembly, together comprising the governing membership body. The Members, through their appointed member delegates, shall have such rights and responsibilities as specified in these Bylaws, as otherwise determined by the Board of Directors, and in accordance with applicable law. Provided, however, that each Full Member and Provisional Member, as defined below, may have only one designated voting delegate; any second delegate shall not have any voting rights.

### 4.2 Membership Initial Qualification

Each Member must be a country's national governing body ("NGB") for the sport of roundnet, as recognized by the Corporation's Board, and organized and operated as a nonprofit basis. The Corporation's Board may further recognize each Member according to the following designations, as may be defined by the Board: (a) "Full Member"; (b) "Provisional Member"; or (c) "Pending Member." Subject to the General Assembly's approval, the Corporation's Board of Directors may additionally identify other membership standards and establish protocols for approval of membership applications.

### 4.3 Voting Rights

Each Full Member and Provisional Member shall be entitled to one vote on the following matters (i.e., one vote per Member), to be exercised through each such Member's designated NGB voting delegate who participates in the General Assembly:

- a. Amount and type of membership dues;
- b. Changes in membership requirements;
- c. Membership suspension and termination;
- d. Approval of the Corporation's strategic plan;
- e. Approval of the Corporation's annual budget;
- f. Appointment and removal of the Corporation's directors;
- g. Amendment of the Corporation's articles of incorporation or bylaws;
- h. Acquisition, merger, consolidation, or dissolution of the Corporation;

- i. Modification of official roundnet competition rules; and
- j. Other matters submitted by the Corporation's Board to the General Assembly for a vote.

Provided, however, as follows: (i) a suspended Member shall have no voting rights during such time period of suspension; (ii) a Member that has no member delegate shall not be entitled to any vote or participation in the General Assembly; and (iii) during any time period when the Corporation has no Members, the Board shall exercise the above-listed powers.

#### 4.4 Membership Status; Withdrawal, Termination, and Suspension

Membership in the Corporation shall commence upon the Board of Directors' approval thereof, then continue indefinitely until withdrawal or termination. A Member may withdraw from membership upon written notice to the Secretary or President of the Corporation. Additionally, membership may be suspended or terminated by the General Assembly, upon a two-thirds majority vote. Thereafter, a Member's delegates shall no longer be authorized to vote or otherwise participate in the General Assembly, unless and until either (a) such suspension is ended, or (b) the NGB is readmitted as a Member. Such suspension cessation or membership readmission must likewise be by a two-thirds majority vote of the General Assembly. Procedural considerations for membership suspension, termination, and readmission shall be as determined by the Board.

Any right of Members' delegates to vote and any right, title or interest to the Corporation's benefits, shall cease and divest upon suspension or termination of membership, except that liability of a Member for any sum due the Corporation shall survive such suspension or termination unless otherwise expressly provided by the Board of Directors or General Assembly.

#### 4.5 Members' Rights to Corporate Records

A Member shall have the right to examine, at any reasonable time or times, the corporation's books and records of account and minutes, and to make extracts therefrom, but only for a proper purpose. In order to exercise this right, a Member must make written demand upon the Corporation, stating with particularity the records sought to be examined and the purpose therefor.

## 5 GENERAL ASSEMBLY MEETINGS

### 5.1 Annual Meetings

An annual meeting of the General Assembly's member delegates shall be held in September each year or otherwise at such time and place as may be fixed by the Board of Directors for the purpose of electing the Corporation's directors, addressing membership matters, approving the Corporation's annual budget, and addressing other membership matters as may be determined by the Board of Directors.

### 5.2 Special Meetings

Special meetings of the General Assembly may be called by the President, the Board of Directors, or not less than forty percent of all Member voting delegates, for such membership voting purposes as identified above in Section 4.3.

### 5.3 Telephone/Videoconference Meeting

Any General Assembly meeting may be conducted in simultaneous multiple locations if the various locations are effectively connected by telephonic or other communications equipment, including videoconference, provided that all member delegates participating in the meeting can communicate with each other simultaneously. Such participation shall constitute presence for purposes of meeting attendance.

### 5.4 Notice of Meetings

Written notice stating the place, date, hours, and participation options (per Section 5.3 above) of any General Assembly meeting shall be delivered to each member delegate entitled to vote at such meeting, not less than five (5) nor more than sixty (60) days before the date of such meeting. In the case of a special meeting or when required by statute or by these bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Corporation, with postage thereon prepaid. Notwithstanding the above provisions of this paragraph, the notice requirements may be satisfied by sending a facsimile or email communication in a timely manner. Telephone communications may be useful for establishing the time and place of meeting, but they shall not be used in lieu of the above notice provisions.

### 5.5 Record Date

The record date for any General Assembly meeting shall be the date on which notice is delivered.

### 5.6 Quorum

The member delegates holding twenty-five percent (25%) of the votes which may be cast at any General Assembly meeting shall constitute a quorum at such meeting. If a quorum is not present at any General Assembly meeting, a majority of the member delegates present may adjourn the meeting at any time without further notice.

### 5.7 Manner of Acting

The act of majority of the member voting delegates present at a duly convened General Assembly meeting shall be the act of the General Assembly, unless the act of a greater number is required by statute, these bylaws or the articles of incorporation. Member voting delegates may neither vote by proxy nor under any other power of attorney. Provided, however, that in the event of any tie vote among member delegates on a matter calling for a majority vote, the Corporation's Board of Directors may cast the deciding vote (through its own majority vote per Section 7.5 below). No member delegate may vote by proxy or under any other power of attorney.

### 5.8 Parliamentary Rules; Procedure

All General Assembly meetings shall be conducted in accordance with Robert's Rule of Order, except as may be contrary to applicable law or as the Board of Directors may otherwise direct. The General Assembly shall be responsible for electing a chair to preside over meetings and a secretary for recording meeting minutes. In the absent of any such designations, the Board may identify such persons.

## 5.9 Action without Meeting

Any action required by law to be taken at a General Assembly meeting, or any action which may be taken at a General Assembly meeting, may be taken by ballot without a meeting in writing by mail, e-mail, or any other electronic means pursuant to which the member voting delegates entitled to vote thereon are given the opportunity to vote for or against the proposed action, and the action receives approval by a majority of the member delegates casting votes, provided that the number of member delegates casting votes would constitute a quorum if such action had been taken at a General Assembly meeting. A notice in writing of the proposed action must be delivered to all of the member delegates entitled to vote with respect to the subject matter thereof at least 5 days prior to the effective date of such informal action. Voting must remain open for not less than 5 days from the date the ballot is delivered; provided, however, in the case of a removal of one or more directors, the voting must remain open for not less than 20 days from the date the ballot is delivered.

In addition any action required by this Act to be taken at any annual or special meeting of the General Assembly, or any other action which may be taken at a General Assembly meeting, may also be taken without a meeting and without a vote if a consent in writing, setting forth the action so taken, shall be approved by all the member voting delegates entitled to vote with respect to the subject matter thereof.

## 6 BOARD OF DIRECTORS

### 6.1 General Powers

Subject to the General Assembly's governance powers as identified above, the affairs, business, and all legal matters of the Corporation shall be carried out through the Board of Directors' governance. Such Board governance powers shall include membership admission as described above. Additionally, the Board of Directors may submit recommendations to the General Assembly regarding matters to be voted upon by the General Assembly.

### 6.2 Number, Election, and Tenure

#### 6.2.1 Transition through 2022

The Board of Directors shall be composed of five (5) directors and may be decreased to four (4) and increased to nine (9), without amending the Bylaws, by a resolution of the Board of Directors from the effective date of these Bylaws through December 31, 2022. In addressing future director nomination and election, the Board shall strive for diversity of representation among the Continental Regions. All current directors' terms shall end as of such date.

#### 6.2.2 As of January 1, 2023

##### 6.2.2.1 Director Election by General Assembly

For Director terms starting January 1, 2023, the directors of the Board shall be elected by the General Assembly in accordance with the following requirements (applicable as of the time of election). As of such date, the Board shall be composed of up to seven (7) directors and may be decreased to three (3), without amending the Bylaws, by a resolution of the Board consistent with the following director election requirements.

6.2.2.2 Director Nominations and Election Procedure – Continental Regions and One At-Large Director

Each Continental Region with at least two Full Members in good standing shall have the right to nominate a director candidate. More specifically, the voting member delegates within each Continental Region shall have the right to nominate one director candidate from such Continental Region, by majority vote of such voting member delegates. If any director nomination vote among a Continental Region's voting member delegates results in a tie, the NGB with the most participation in the Corporation (as determined by the Board) shall exercise an additional one (1) vote.

The General Assembly shall approve or reject the election of such director candidate, by majority vote of its voting member delegates. If the General Assembly does not approve a director candidate nominated by a Continental Region, then such Continental Region shall nominate another director candidate for the General Assembly's approval or rejection through its voting member delegates, by majority vote of its voting member delegates. This process shall be repeated until the General Assembly approves the election of a director candidate recommended by such Continental Region.

Additionally, one "at-large" director shall be elected by the General Assembly. The Board shall nominate a director candidate for the General Assembly's approval or rejection through its voting member delegates. This process may be repeated in the event of the General Assembly's rejection, as described forth above.

6.2.2.3 Other Director Requirements.

A member delegate is not eligible to serve concurrently as a director. Each director must be a citizen of a country that has a Full Member.

6.2.2.4 Director Terms.

Directors shall each be elected for a two-year term. Notwithstanding any such terms, each director shall hold office until an event occurs as described in Section 6.4 below. Directors may serve unlimited terms.

6.3 Qualifications

Those who seek to be directors of the Corporation must personally affirm the Corporation's statement of purpose, must abide in all respects with the corporate policies set forth in these Bylaws, and must characterize personal commitment to the values of the Corporation.

6.4 Election and Termination

Directors shall be elected at the annual meeting of the General Assembly by a majority vote, or otherwise as set forth below in Section 6.7 below. Each director shall hold office until the first of the following to occur: until his or her successor shall have been duly elected and shall have qualified; until his or her death or disability; until he or she shall resign in writing; or until he or she shall have been removed in the manner hereinafter provided.

6.5 Fiduciary Duties

Directors are legally required to fulfill the following fiduciary duties to the Corporation:

#### 6.5.1 Duty of Diligence

Directors ultimately hold full non-delegable responsibility for the Corporation's actions and well-being. Directors are required to carry out their board responsibilities with careful attentiveness and dedication – attending meetings, actively participating in board deliberations, seeking outside counsel and guidance as appropriate; and ensuring that all state and federal taxes, registrations, returns, and other financial reports required under applicable laws are timely filed.

#### 6.5.2 Duty of Loyalty

Directors must always act in the best interests of the Corporation. This applies to not only decisions that involve their own personal or business loyalties, but also those of other key employees, directors, and officers involved in the Corporation. Directors shall comply at all times with the Conflict of Interest Policy at Addendum A; and shall refrain from making non-program loans, gifts, or advances to any person, except as permitted under the Act.

#### 6.5.3 Duty of Obedience

Directors are required to ensure that the Corporation's activities adhere and conform to the charitable purposes set forth in the Corporation's purpose statement at Section 3 above; and to utilize the assets of the Corporation for the best interest of the Corporation's beneficiaries. They are to avoid wasting charitable assets. This includes, but is not limited to incurring penalties, fines, and unnecessary taxes.

#### 6.6 Resignation and Removal

Any director may resign at any time by giving written notice to the President of the Corporation. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein. Any director may be removed with or without cause at any time by resolution adopted by a majority of the Board or a two-thirds majority of the General Assembly.

#### 6.7 Vacancies

Any vacancy occurring in the Board of Directors to be filled by reason of any resignation or termination of a director shall be filled by the General Assembly as soon as is practicable. A director so elected to fill a vacancy may be elected for the unexpired term of his or her predecessor in office.

#### 6.8 Compensation

Directors shall not receive compensation for their services as directors. However, by resolution of the Board of Directors, expenses of attendance, if any, may be reimbursed for each regular or special meeting of the Board of Directors, provided that nothing herein contained shall be construed to preclude any directors from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

#### 6.9 Confidentiality

As part of their fiduciary duties owed to the Corporation, all directors, officers, member delegates, and key employees of the Corporation are expected to maintain appropriate confidentiality of information related to the Corporation, including donor and supporter lists and related records, fundraising strategies, financial information about the Corporation, organizational plans, marketing information, expense information, personnel matters, and all credentials used to access physical or

digital media containing information related to the Corporation and any software or services owned, leased, subscribed to, or used by the Corporation for the Corporation's purposes, including, but not limited to, computer login identification and passwords, email login identification and passwords, serial numbers or software keys for local copies of software, and cloud-based services login identification and passwords, and to prevent unauthorized disclosure to any outside party, except to the extent such information is otherwise disclosed in accordance with the ordinary course of business to the public or third parties or otherwise is required to be disclosed under applicable law. Such confidentiality is expected to be maintained at all times subsequent to service to the Corporation. Each director, officer, and key employee shall annually complete a confidentiality agreement. Notwithstanding the dispute resolution provision contained in Addendum B, the Corporation may enforce this provision as it deems appropriate (including mediation and arbitration at its option), and it shall be entitled to recover attorneys' fees and costs against those found liable for violating this provision.

## 7 MEETINGS OF THE BOARD OF DIRECTORS

### 7.1 Annual Meeting

An annual meeting of the Board of Directors shall be held at such time and place as may be designated by the President in accordance with the notice provisions herein below, for the purpose of approving an annual budget (subject to the General Assembly's approval), for election of officers, and for the transaction of such other business as may come before the meeting.

### 7.2 Special Meeting

Special meetings of the Board of Directors may be called by, or at the request of, the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place for holding any special meeting of the Board of Directors called by them.

### 7.3 Notice

#### 7.3.1 Time

Except as otherwise provided herein, written notice of any meeting of the Board of Directors shall be delivered not less than five (5) days nor more than sixty (60) days prior to the date of the scheduled meeting.

#### 7.3.2 Email

Notice requirements may be satisfied by sending an email communication in a timely manner to the director's email address on the Corporation's records. Telephone communications may be useful for establishing the time and place of meeting but shall not be used in lieu of the email notice. At any duly convened meeting of the Board a resolution may be approved concerning future meetings of the Board. Timely emailing of the Board minutes to each director may qualify as notice of the next meeting of the Board if the minute concerning the meeting is clearly set forth and concise in its composition.

#### 7.3.3 Extraordinary Notice

Notice of no less than twenty days shall be provided for meetings of directors called for the purposes of amending the Bylaws or removing a director as required under applicable Illinois law.

#### 7.3.4 Waiver

Notice of any meeting of the Board of Directors may be waived in writing or electronically, by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the expressed purpose of objection to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of any regular or special meeting of the Board of Directors, need be specified in the notice or waiver of such meeting, unless specifically required by law or by these Bylaws.

#### 7.4 Quorum

A majority of the directors then in office shall constitute a quorum for the transaction of the business at any meeting of the Board of Directors, provided that if fewer than half of the directors are present at the said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

#### 7.5 Manner of Acting

The act of a majority of the directors present and voting at a duly convened meeting shall be the act of the Corporation unless the act of a greater number is required by statute, these Bylaws, or the Articles of Incorporation. Directors may not vote by proxy or under any other power of attorney.

#### 7.6 Telephone/Videoconference Meeting

Any meeting of the directors may be conducted in simultaneous multiple locations if the various locations are effectively connected by telephonic or other communications equipment, including videoconference. Directors or non-director committee members may participate in and act at any meeting of the Board or committee through the use of such equipment, provided all persons participating in the meeting can communicate with each other simultaneously. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

#### 7.7 Action Without a Meeting

Any action which may be taken at a meeting of the Board of Directors or a committee thereof, may be taken without a meeting if a consent in writing setting forth the action so taken shall be approved in writing by all of the directors or all of the members of such committee entitled to vote with respect to the subject matter thereof, as the case may be. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and provides a written record of approval. Consent provided by reply email from a director's email address shall be sufficient to constitute written consent. All the approvals evidencing the consent shall be delivered to the Corporation's Secretary to be filed in the Corporation's records. The action taken shall be effective when all the directors or the committee members, as the case may be, have approved the consent unless the consent specifies a different effective date.

## 8 COMMITTEES

### 8.1 Appointment of Committees and Committee Members

The Corporation's Board of Directors shall have the power to appoint and to terminate standing and special committees, each of which without corporate authority to act on the Corporation's behalf. The resolution of the Board creating the standing or special committee shall specify:

- a) the task(s) assigned to the committee; and
- b) the duration of the committee, which may be generalized to a period necessary to bring the matter to full resolution.

Unless otherwise designated by the Board, all committee members shall be appointed for one (1) year terms by the Board of Directors beginning each year at the Board's Annual Meeting. The Board shall also designate an individual to serve as chair of the committee.

Committees will generally be responsible for investigating, reporting, and advising the Board on certain activities and program as well as making recommendations to the Board of Directors or officers for approval. For purposes of clarity, committees should be identified as advisory boards, commissions, task forces, or similar names. These committees may be composed of persons appointed by the Board of Directors for specific skills and need not be directors or officers of the Corporation.

## 8.2 Committee Meetings

Meetings of any committee may be called by the President of the Corporation, the chairperson of the committee, or a majority of the committee's voting members. Notice of the time and place of any meeting of a committee shall be given at least three (3) days prior to the meeting, and otherwise in accordance with Section 7.3.

## 8.3 Resignation and Removal

Any member of a committee may resign at any time by giving written notice to the chairperson of the committee or to the Secretary of the Corporation. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein. Any member of a committee may be removed at any time by resolution adopted by a majority of the Board of Directors.

## 8.4 Quorum and Manner of Acting

Unless otherwise provided in the resolution of the Board designating a committee, a majority of a committee's members shall constitute a quorum. The act of a majority of committee members present at a meeting with a quorum shall be the act of the committee. A committee may otherwise conduct its meetings and act in accordance with Sections 7.6 and 7.7.

# 9 OFFICERS AND AGENTS

## 9.1 Officers

The officers of the Corporation shall consist of a:

- a) President;
- b) Vice-President;
- c) Secretary; and
- d) Treasurer.

Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board.

Any two (2) or more offices may be held by the same person, except that the offices of President and Secretary may not be held by the same person concurrently. Directors of the Board may simultaneously serve as officers, but directorship shall only be a required qualification for the

President and Vice-President. The Secretary and Treasurer of the Corporation may or may not be directors.

## 9.2 Election and Term of Office

The officers of the Corporation shall be elected by the Board for a term of one (1) year at the annual meeting of the Board of Directors. If the election of 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 the first of the following to occur: until his or her successor shall have been duly elected and shall have qualified; until his or her death or disability; until he or she shall resign in writing; or until he or she shall have been removed in the manner hereinafter provided. Election or appointment of an officer or agent shall not in itself create contract rights.

## 9.3 President

The President shall be a director and may serve as the chief executive officer of the Corporation. Subject to the control of the Board, the President shall preside at all meetings of the Board as chair of the Board. The President may sign documents on behalf of the corporation, as provided below in Section 10. The President shall discharge all duties incident to the office of President and such other duties as may be assigned to him or her by the Board or the General Assembly from time to time.

## 9.4 Vice-President

The Vice-President shall exercise all of the functions of President during the absence or disability of the President. He or she shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board or the General Assembly.

## 9.5 Secretary

The Secretary shall:

- a) be responsible for the keeping of the minutes of the Board and committee meetings in one (1) or more books provided for that purpose;
- b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- c) be custodian of and maintain copies of all corporate records, including all notices and voting records, whether in electronic or paper form; and
- d) in general, discharge all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President, the Board, or the General Assembly.

## 9.6 Treasurer

The Treasurer shall:

- a) monitor the financial books of the Corporation;
- b) keep regular books of account and make them available for inspection at all times to the directors of the Corporation;
- c) render to the Board from time to time as may be required of him or her, an account of the financial condition of the Corporation; and

- d) in general, discharge all duties incident to the office of Treasurer, and such other duties as may be assigned to him or her by the President, the Board, or the General Assembly.

#### 9.7 Delegation of Authority

In case of the absence of any officer of the Corporation, or for any other reason that it may deem sufficient, the Board may either delegate the powers or duties of such officer to any director or employee of the Corporation, for the time being, or may eliminate some or all of such powers or duties of such officer, provided a majority of the Board concurs therein.

#### 9.8 Removal

Any officer or agent may be removed by the Board of Directors or the General Assembly whenever, in either governing body's judgment, the best interest of the Corporation shall be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

### 10 FINANCIAL POLICIES

#### 10.1 Fiscal Year

The fiscal year of the Corporation shall be from January 1st to December 31st.

#### 10.2 Sale of Assets

A sale, lease, exchange, mortgage, pledge or other disposition of property or assets of the Corporation outside the normal course of business may be made by the Board upon such terms and conditions and for such considerations, which may consist in whole or in part of the money or property, real or personal, as may be authorized by the Board; provided, however, that a sale, lease, exchange or other disposition of all or substantially all of the property and assets of the Corporation shall be authorized only upon receiving the vote of two-thirds of the directors in office.

#### 10.3 Contracts

The President may sign contracts with another officer of the Corporation provided, however, that the Board may authorize him or any other officer or officers, agent or agents, to enter into any contracts or execute and deliver any instrument in the name of and on behalf of the Corporation, individually or together, and such authority may be general or confined to specific instances.

#### 10.4 Loans

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

#### 10.5 Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

#### 10.6 Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

#### 10.7 Gifts

The Board of Directors or the President may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

#### 10.8 Waiver or Reduction of Fees

The Corporation, being organized exclusively for charitable purposes under Illinois law, shall strive to make its charitable services and programs available to the appropriate general public without undue obstacles to access. It is the general policy of the Corporation that any fees or charges associated with the tax-exempt services and programs of the Corporation shall be waived or reduced in accordance with each recipient's ability to pay. The administrative staff shall have the necessary discretion to make such waivers or reductions when appropriate to ensure the maximum distribution of the Corporation's charitable services and programs.

### 11 INDEMNIFICATION OF DIRECTORS AND OFFICERS

To the fullest extent permitted by law, the Corporation shall have powers to indemnify any director, officer, or former director or officer of the Corporation, or any person who may have served at its request as a director or officer of another entity or joint venture, whether for profit or not-for-profit, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being or having been such director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or intentional misconduct in the performance of a duty.

Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under agreement, or a recommendation of the Board of Directors, or otherwise. No indemnification or advancement of expenses shall be made under this Section if such indemnification or such advancement of expenses would be inconsistent with: (i) the provisions of Section 501(c)(3) or Section 4958 of the Code or the Treasury Regulations promulgated thereunder; (ii) a provision of the Corporation's Articles of Incorporation or these Bylaws; (iii) applicable state law; or (iv) a resolution of the Board of Directors or other proper corporate action, in effect at the time of the occurrence of the event giving rise to the alleged cause of action asserted in the threatened or pending action or proceeding, which prohibits or otherwise limits such indemnification or such advancement of expenses.

### 12 CORPORATE LIMITATIONS

#### 12.1 Distributions

The Corporation, being organized exclusively for charitable purposes, may make distributions to organizations and individuals in furtherance of its corporate purposes and in accordance with Section 501(c)(3) of the Code.

## 12.2 Prohibition Against Private Benefit and Inurement

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 3 above.

## 12.3 Political Activity

No substantial part of the activities of the Corporation shall be to attempt to influence legislation by propaganda or otherwise, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

## 12.4 Other Prohibitions

The Corporation shall not carry on any other activities not permitted to be carried on:

- a) under the Act or other applicable law;
- b) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code; or
- c) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

## 12.5 Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the appropriate court of law of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for exempt purposes.

# 13 MISCELLANEOUS

## 13.1 Books and Records

The Corporation, at its offices, shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees, and shall keep a record of the names and addresses of all Board and committee members. All books and records of the Corporation may be inspected by a director, or his agent or attorney, at any reasonable time.

## 13.2 Amendments

The Articles of Incorporation and these Bylaws may be altered, amended or repealed, and new Articles and Bylaws may be adopted by a two-thirds majority vote of the Board and a two-thirds majority vote of the General Assembly. Notice of the proposed amendment (including the suggested text of the change) shall be given in writing to all directors and member delegates per the applicable bylaw requirements herein, and shall identify the persons proposing the amendment.

### 13.3 Corporate Acquisition, Consolidation, Merger, or Dissolution

In the event of a proposed acquisition, consolidation, merger or dissolution, the Board of Directors shall adopt a plan setting forth the terms and conditions of the proposed transaction and such other provisions with respect to the proposed transaction as are deemed necessary under applicable state law or desirable. No acquisition, consolidation, merger, or other dissolution shall be adopted unless approved by a two-thirds majority vote of the Board and a two-thirds majority vote of the General Assembly.

### 13.4 Conflict of Interest Policy

Attached as Addendum A is the Corporation's Conflict of Interest Policy, which shall govern all actions and decisions by the Corporation's Board of Directors.

### 13.5 Dispute Resolution Policy

Attached to these Bylaws as Addendum B is the Dispute Resolution Policy, which shall be the policy of the Corporation. Provided, however, that with respect to breaches of confidentiality as required herein, the Corporation may at its option protect its interests through injunctive and other judicial relief available through litigation.

### 13.6 Seal

The Corporation shall not maintain a corporate seal.

### 13.7 Inconsistencies with Articles of Incorporation

If any provision of these Bylaws is inconsistent with a provision of the Corporation's Articles of Incorporation, as amended from time to time, the Articles of Incorporation shall govern.

### 13.8 Severability

The invalidity or unenforceability of any provision in these Bylaws shall not affect the validity or enforceability of the remaining provisions.

### 13.9 Choice of Law

These Bylaws shall be governed by Illinois law without regard to choice of law principles.

**CERTIFICATION OF ADOPTION OF BYLAWS**

The undersigned, being the duly elected Secretary of International Roundnet Federation, an Illinois not-for-profit corporation, hereby certifies that the attached Bylaws were adopted by the official act of the Board of Directors and the same do constitute the Bylaws of the Corporation.

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*Date*

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*Secretary*

**ADDENDUM A**  
**CONFLICT OF INTEREST POLICY**

**ADDENDUM B**  
**DISPUTE RESOLUTION POLICY**