

Amended Bylaws of Czech and Slovak Sokol Minnesota

Article I – Corporation

The name of the nonprofit corporation shall be Czech and Slovak Sokol Minnesota (hereinafter, “Sokol”), doing business as (dba) Sokol Minnesota.

Article II – Purpose

Sokol is organized exclusively for charitable, religious, educational, and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of a future federal tax code. This corporation shall not be operated for profit, but rather shall be operated exclusively for charitable purposes.

The purpose of Sokol is to preserve the culture and heritage of Czechoslovakia (now the Czech Republic and the Slovak Republic) as well as the longstanding history of Sokol as an international organization. Sokol accomplishes this purpose by:

- Preserving Czech and Slovak cultural values and awareness;
- Offering a wide variety of physical fitness classes to encourage physical and mental fitness;
 - Gymnastics
 - Sokol fitness for all
 - Team calisthenics and marching
 - Dancing (folk, ballroom, and other)
- Enriching the lives of community members through education;
 - Language courses
 - Cooking courses
 - Health and nutrition
 - Leadership training
- Providing a safe, social environment for the individual, community, and family. This promotes character, unity, culture, positive ideals and values, and lifelong friendships; and
- Maintaining the historic C.S.P.S. Hall and its place in the community.

Article III – Membership

Section 1. Eligibility for Membership. Application for voting Membership shall be open to U.S. citizens or legal residents at least 17 years old, who meet all requirements for regular membership in American Sokol. Applicants for Membership shall be admitted after completion and receipt of a Membership application, payment of a Membership fee, and approval by a three-quarters (3/4) majority of Directors at a regular Board of Directors meeting. Sokol Minnesota shall process youth applications for membership in American Sokol, but American Sokol youth members have no membership rights or privileges in Sokol.

Section 2. Annual Dues. The Membership fee(s) for Members shall be set by the Board of Directors.. The Board of Directors shall publish the cost(s) of the Membership fee(s) on an annual basis to all Members and prospective Members. “Good standing” and continued Membership is contingent upon being current on payment of fees. Only persons in demonstrable financial distress will be considered for waiver of Membership fees. Honorary members, based on longevity, and Honor members, selected based on persistent, significant, leadership and volunteer efforts, do not pay the Membership fee.

Section 3. Rights of Members. Each voting Member in “good standing” shall be eligible to cast one (1) vote in the annual meeting of the full Membership as well as one (1) vote in any periodic vote involving the full Membership. Each Member shall also have special benefits in Sokol which may be unavailable to the general public. These benefits shall include: Inclusion in all Sokol correspondence and newsletters, and other such benefits as the Board of Directors may determine from time to time.

Section 4. Resignation and Termination. Any Member may terminate Membership by failing to pay Membership fees. Resignation shall not relieve a voting Member of unpaid fees, or other charges previously accrued. Voting Members can have their Membership terminated by a majority vote of the Board of Directors or a 2/3 vote of the full Membership for other good cause shown.

Section 5. Non-Voting Membership. The Board of Directors shall have the authority to establish and define non-voting categories of Membership.

Article IV – Meetings of Members

Section 1. Annual Membership Meetings. An annual meeting of the members shall take place in the month of November the specific date, time, and location of which will be designated by the President of the Board of Directors. If the President fails to select a place for the annual meeting, it shall be held at Sokol’s registered office. The annual meeting shall be held for the purpose of electing the Board of Directors and the Officers of Sokol, as well as the consideration of any other business that may be properly brought before the Membership. The members of Sokol are invited to attend the annual meeting, and shall have the right to elect the Directors.

The annual meeting may occur through remote communication pursuant to Minnesota Statutes, Section 317A.231, if desired.

Section 2. Notice. Notice, including the time and place of the annual meeting, shall be provided to each Director, as well as the members, at least five (5) business days in advance of the meeting. Notice shall not be provided more than sixty (60) business days in advance of the meeting. This notice shall be given personally, by mail, e-mail, telephone, or facsimile.

Section 3. Additional Meetings. Additional meetings of the Membership may be held at such time and place as shall be determined from time to time by Board of Directors. At least five (5) business days and no more than sixty business (60) days' notice shall be provided to each Member. If the Board of Directors fails to select a place for a meeting, it shall be held at Sokol's registered office. Additional meetings may occur through remote communication pursuant to Minnesota Statutes, Section 317A.231, if desired. Special meetings may be called by the President of the Board of Directors or a simple majority of the Board of Directors. A petition signed by five percent (5%) of voting members may also call a special meeting.

Section 4. Annual Membership Meeting Agenda

The agenda shall be:

- Call to Order
- Establishment of a quorum
- Reading and Approval of Minutes of the preceding meeting
- Report of Board of Directors' Actions
- A report on the activities and financial condition of the organization
- Election of Board of Directors members
- Election of Building and Property Trustees Committee members
- Election of Finance Committee members
- Election of Gaming Committee members
- Appointment of Planning Committee Chair by the President
- Appointment of the Rental Committee Chair by the President
- Election of delegates and alternates to district and national meetings of the American Sokol Organization (ASO) Old and Unfinished Business
- New Business
- Adjournment

The Membership may, by majority vote of those voting, pass resolutions directing the Board of Directors to consider action on matters, including expenditures, and report its actions to the next Membership meeting. Membership meetings may recommend expenditures, but funds shall be disbursed only as directed by the Board of Directors.

Section 5. Quorum. A quorum for action shall be 15 members.

Section 6. Voting. All issues to be voted upon by members shall be decided by a simple majority of those present at the meeting in which the vote takes place.

Section 7. Robert’s Rules of Order shall be the authority for all questions regarding meeting procedures.

Article V – Board of Directors

Section 1. Number and Qualifications. Sokol’s Board of Directors shall be composed of Sokol members who are broadly representative of the community interests, possess applicable professional experience, or who have an expressed concern for the charitable purposes of Sokol. The Directors shall consist of the Officers as described in Article VI:

1. President
2. Vice President
3. Recording Secretary
4. Corresponding Secretary, and
5. Sergeant At Arms

and the additional directors as follows:

6. Men’s Physical Director
7. Women’s Physical Director
8. Membership Director
9. Activities Director
10. Education Director
11. Building and Property Chair
12. Budget and Finance Chair
13. Treasurer
14. Gaming Chair
15. Publicity Director
16. Director At Large 1
17. Director At Large 2

All directors must be elected at the Annual Members Meeting. Either the Gaming Chair or a member of the Gaming Committee must meet requirements for a Gambling Manager in Minnesota Statutes, Chapter 349.

Section 2. Governing Powers. Pursuant to the Minnesota Nonprofit Corporation Act, Chapter 317A et seq. of Minnesota Statutes, The Board of Directors shall have all the duties and powers necessary and appropriate for the overall direction of Sokol, and may delegate responsibility of day-to-day operations to employees, independent contractors, and committees.

The Board of Directors may engage in such acts that are in the best interests of Sokol and that are not in violation of Minnesota Statute, specifically, Chapters 309 and 317A et seq., and federal law. No Director shall have any right, title, or interest in or to any property of Sokol. There shall be no cumulative voting among Directors and members holding more than one position on the Board of Directors count as only one for quorum and voting purposes.

Section 3. Terms. All Directors may serve a two (2)-year term. Directors who are not officers do not have term limits. In order to create staggered terms of office, half of the Directors on the Board will be elected in alternate years.

Section 4. Election Procedures. New Directors and Current Directors shall be elected and re-elected by a simple majority of the Members present at the annual meeting. A Nominating Committee shall be responsible for recruiting and nominating a slate of prospective Directors and other required positions representing the membership's diverse constituency. If any director position is not filled at the annual meeting, the previous director shall remain in the position until replaced by the Board of Directors per section 6, below. The Nominating Committee may require potential Directors and other positions to be interviewed by that Committee at least two weeks before the annual meeting. Directors' terms of office shall be staggered by dividing the total number of Directors into two (2) groups. Therefore, only half of the Board of Directors shall be up for election/re-election each year and the Recording Secretary shall maintain a record of which position each member is in and what the end date for that position is. Outgoing Directors shall hold office until their successors have been elected and qualified. Unless elected to fill a vacancy, the term of office of a Director shall commence on January 1 following the respective election by the Membership.

Section 5. Resignation, Termination, Leaves, and Absences.

- A. A Director may resign or request a leave of absence at any time by giving written notice to the Recording Secretary of Sokol. The resignation or request for leave of absence is effective immediately without acceptance, unless a later effective time is specified in the notice. If a resignation is effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board provides that the successor shall not take office until the effective date.
- B. A Director on leave shall be considered an inactive member of the Board of Directors.
- C. Any Director may be removed for just cause, including excess unexcused absences, by the Board of Directors with an affirmative vote of three-fourths of the remaining Directors.
- D. The matter of removal may be acted upon at any meeting of the Board of Directors, provided that notice of the intention to consider an Officer's removal has been given to

each Director at least thirty (30) days in advance of the meeting. A successive Director may then be elected to fill the vacancy thus created. Any Director whose removal will be proposed shall be given at least thirty (30) days' notice of the intent to take such action and an opportunity to be heard at this meeting.

Section 6. Vacancies. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining Directors. Each person so elected shall be an interim-Director until that person or a successor is elected at the next annual meeting. When a vacancy on the Board exists mid-term, the Recording Secretary must receive nominations for new candidates from present Directors two weeks in advance of the Board meeting. These nominations shall be sent out to Directors with the regular Board meeting announcement, to be voted upon at the next Board meeting.

Section 7. Compensation. No compensation shall be paid to Directors of Sokol for their services, time, and efforts. Directors, however, may be reimbursed for necessary and reasonable actual expenses incurred in the performance of their duties.

Section 8. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors. At least five (5) business days and no more than sixty business (60) days' notice shall be provided to each Director. If the Board fails to select a place for a regular Board meeting, it shall be held at Sokol's registered office. The Board of Directors shall meet at least quarterly. Regular meetings may occur through remote communication pursuant to Section 317A.231 of the Minnesota Statutes, if desired.

The agenda shall be:

- Call to Order
- Attendance and establishment of a quorum
- Reading and Approval of Minutes of the preceding meeting
- Approval of Treasurer's Report
- Approval of Gaming Financial Report, including expenditure of gross profits
- Reports of Committees and Boards
- Reports of Officers
- Old and Unfinished Business
- New Business
- Adjournment

Section 11. Special Meetings. The Recording Secretary of Sokol, upon at least five (5) business days and no more than sixty business (60) days' notice to each Director, shall call a special meeting upon the written request of either the President or one-third (1/3) of the Board of Directors. If the Board fails to select a place for the special Board meeting, it shall be held at

Sokol's registered office. Special meetings may occur through remote communication pursuant to Section 317A.231 of the Minnesota Statutes, if desired.

Section 12. Quorum. At all meetings of the Board of Directors, fifty-one percent (51%) or greater of active Directors shall constitute a quorum for the transaction of all authorized business. If fifty-one percent (51%) or greater of active Directors are not present, actions requiring a vote may not take place. Where the computation results in a fractional number, it shall be rounded upward to the next whole number. The acts of the majority of the Directors present at a meeting at which quorum exists shall be the acts of the Board of Directors of Sokol.

Section 13. Voting. During Board of Directors meetings, unless otherwise specified in these Bylaws, all matters, with the exception of amendments to the Articles and Bylaws, shall be decided by a simple majority vote of the Directors.

Section 14. Proxies. Voting by proxy shall be permitted in meetings of Sokol's Board of Directors. Only written proxies shall be recognized; however, a written proxy may be delivered via e-mail, facsimile, mail, or in person.

Section 15. Robert's Rules of Order shall be the authority for all questions regarding meeting procedures.

Section 16. Written Action. Pursuant to Minnesota Statutes, Section 317A.239, any action required or permitted to be taken at a Board of Director's meeting may be taken by written action signed, or consented to by authenticated electronic communication, by all of the Directors.

Section 17. Employing Staff. Unless the Board of Director has hired an Executive Director, the Board of Directors may hire and release employed staff as may be reasonable and necessary to support the organization. The Board of Directors may direct the Building and Property Trustees Committee to hire and release a custodian. The Board of Directors may direct the Board of Instructors to hire and release gymnastic instructors. The Board of Directors may direct the Rental Committee to hire and release an Event Coordinator.

Article VI – Officers

Section 1. Designation. Principal Officers of Sokol shall be: President, Vice President, Recording Secretary, Corresponding Secretary, and Sergeant-at-Arms. These officers shall be responsible for planning and leading regular meetings of the board and annual meetings of the membership. At the discretion of the Board of Directors, other Officers may be elected with duties that the Board shall prescribe.

Section 2. Election of Officers. Officers shall also be Directors and must be elected at the annual members meeting. Unless sooner removed, Officers may serve for two terms of two (2) years, or until their successors are elected. A vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of the term. The Board of Directors

shall also have the authority to appoint such temporary acting Officers as may be necessary during the temporary absence or disability of the regular Officers. When a vacancy on the Board exists mid-term, the Recording Secretary must receive nominations for new candidates from present Directors two weeks in advance of the Board meeting. These nominations shall be sent out to Directors with the regular Board meeting announcement, to be voted upon at the next Board meeting.

Section 3. Terms. Terms of office shall be two (2) years. Officers shall serve no more than two full successive terms. A person who has served as an Officer and subsequently has been inactive with respect to said office for one full term, is again eligible for nomination and election to office.

Section 3. Resignation. An Officer may resign by giving written notice to Sokol. The resignation is effective without acceptance when the notice is given to the Board of Directors, unless a later effective date is named in the notice.

Section 4. Removal. Any Officer may be removed for just cause by the Board of Directors with an affirmative vote of three-fourths of the remaining Directors. The matter of removal may be acted upon at any meeting of the Board, provided that notice of the intention to consider an Officer's removal has been given to each Director and to the Officer affected at least thirty (30) days in advance of the meeting.

Section 5. Compensation. No compensation shall be paid to Officers of Sokol for their services, time, and efforts. Officers, however, may be reimbursed for necessary and reasonable actual expenses incurred in the performance of their duties.

Section 6. President.

- The President shall be the principal Officer of Sokol.
- Subject to the direction and control of the Board, the President shall have general active management of the business of Sokol. When present, the President shall preside at meetings of the Board. The President shall be a voting ex-officio member of all committees
- The President shall see that the orders and resolutions of the Board are carried into effect, and, shall sign and deliver in the name of Sokol deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of Sokol as provided in these Bylaws, except in cases in which the authority to sign and deliver is required by law to be exercised by another person.
- The President shall appoint the chairs of all non-permanent committees.
- The President shall certify the proceedings of the Board, and shall cast the deciding vote when the Board of Directors is equally divided.

- The President shall represent Sokol Minnesota's interests at Sokol Camp Association meetings
- In general, the President shall discharge all duties incident to the Office of President and prescribed by the Board, and shall have such powers as may be reasonably construed as belonging to the Chief Executive of any organization.

Section 7. Vice President.

- The Vice President shall act in the absence or disability of the President.
- The Vice President shall assist the President as requested.
- The Vice President shall perform other duties as prescribed by the Board or by the President.

Section 9. Recording Secretary.

- The Recording Secretary shall keep, or cause to be kept, all non-financial business records and paraphernalia of Sokol. The records and paraphernalia shall be maintained at Sokol's principal place of business or in an electronic location that is easily accessible by the Board of Directors, secured to prohibit access not allowed by the Board, and backed up regularly to assure that no unwanted loss of files occurs.
- The Recording Secretary shall keep, or cause to be kept, the minutes of all meetings of the Board of Directors.
- The Recording Secretary shall be responsible for maintaining all books, committee minutes, paraphernalia, and papers relating to the business of Sokol, except those of the Treasurer.
- The Recording Secretary shall give, or cause to be given, all notices of Board of Directors meetings and other notices required by law or these Bylaws.
- The Recording Secretary shall file any document required by any statute, federal or state.
- The Recording Secretary shall maintain the office and purchase office supplies.
- The Recording Secretary shall perform other duties as prescribed by the Board or by the President.

Section 10. Corresponding Secretary.

- The Corresponding Secretary shall have charge of all correspondence, record donations, and present to the Board and general membership the report of donations received.
- The Corresponding Secretary shall send all official correspondence from Sokol, including but not limited to: Thank you cards, condolences, birthday wishes, and other letters.
- The Corresponding Secretary shall perform other duties as prescribed by the Board or by the President.

Section 12. Sergeant-at-Arms.

- The Sergeant-at-Arms shall assist the President in maintaining order at meetings.
- The Sergeant-at-Arms shall assist the presiding officer in enforcing proper voting procedures.
- The Sergeant-at-Arms shall perform other duties as prescribed by the Board or by the President.

Section 13. Any Officer of Sokol, in addition to the duties and powers conferred upon him or her by these Bylaws, shall have such additional duties and powers as may be prescribed from time to time by the Board of Directors.

Articles VII – Other Directors

Section 1. The Men’s Physical Director is responsible for administration of the boys’ gymnastics programs in accordance with the principles and practices of the American Sokol Organization.

Section 2. The Women’s Physical Director is responsible for administration of the girls’ gymnastics programs in accordance with the principles and practices of the American Sokol Organization.

Section 3. The Membership Director shall:

- maintain all adult Membership records, including the official Sokol Membership List. The records shall be maintained at Sokol’s principal place of business or in an electronic location that is easily accessible by the Board of Directors, secured to prohibit access not allowed by the Board, and backed up regularly to assure that no unwanted loss of files occurs.
- prepare and distribute dues notices and report membership to the American Sokol Organization.
- be the Chair of the Membership Committee, if one exists,
- perform other duties as prescribed by the Board or by the President.

Section 4. The Activities Director is responsible for coordinating Sokol’s activities and maintaining the C.S.P.S. Hall calendar.

Section 5. The Education Director is responsible for developing and managing Sokol’s educational activities.

Section 6. The Building and Property Trustees Chair is responsible for leading the building and property trustees committee in its oversight of all real property owned by Sokol. This includes maintaining facilities, complying with legal requirements, and establishing health and safety policies and procedures.

Section 7. The Budget and Finance Chair is responsible for leading the budget and finance committee to develop and review fiscal procedures, fundraising plans, annual Sokol budgets and annual financial reports.

Section 8. The Treasurer shall:

- have care and custody of all monies belonging to Sokol and shall be responsible for such monies or securities of the organization.
- keep, or cause to be kept, all financial records belonging to Sokol. The records shall be maintained at Sokol's principal place of business or in an electronic location that is easily accessible by the Board of Directors, secured to prohibit access not allowed by the Board, and backed up regularly to assure that no unwanted loss of files occurs.
- be responsible to keep accurate financial records for Sokol.
- deposit money, drafts, and checks in the name of and to the credit of Sokol in the banks and depositories designated by the Board; endorse for deposit notes, checks, and drafts received by the Sokol as ordered by the Board; make proper vouchers for deposit; and disburse Sokol's funds and issue checks and drafts in the name of Sokol, as ordered by the Board.
- assist the Finance Committee chair to prepare a proposed annual budget as well as present-a report of the financial condition of the Sokol to the Board of Directors at the annual meeting, and will, from time to time, make such other financial reports to the Board of Directors as it may require.
- serve on the Finance Committee and serve on the Fundraising Committee.
- perform other duties as prescribed by the Board or by the President.

Section 9. The Gaming Chair is responsible for leading the gaming committee in its oversight of charitable gaming operations and financial affairs in accordance with all applicable laws.

Section 10. The Publicity Director is responsible for developing and communicating public information on Sokol's activities and events.

Section 11. Director At Large 1 provides leadership for various activities as needs arise, including chairing committees as appointed by the President.

Section 12. Director At Large 2 provides leadership for various activities as needs arise, including chairing committees as appointed by the President.

Articles VIII – Committees

Section 1. Authority. The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the Board of Directors. Each committee

shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors, and shall at all times be subject to the control and direction of the Board of Directors. Committee members, other than the Committee Chair, need not be Directors. Examples of committees that may be formed by the Board are:

- A. Membership Committee, to promote membership and associated benefits
(chaired by the Membership Director)
- B. Activities Committee, to coordinate activities and maintain the C.S.P.S. Hall calendar
(chaired by the Activities Chair)
- C. Education Committee, to develop and manage educational activities
(chaired by the Education Director)
- D. Publicity Committee, to develop and communicate information on activities and events
(chaired by the Publicity Director)
- E. Fundraising Committee

The following committees shall be permanent, as provided in these bylaws:

- F. Building and Property Trustees Committee, chaired by the Building and Property Chair
(see Article IX)
- G. Budget and Finance Committee, chaired by the Budget and Finance Chair
(see Article X)
- H. Gaming Committee, chaired by the Gaming Chair
(see Article XI)
- I. Board of Instructors, co-chaired by the Men's and Women's Physical Directors
(see Article XII)
- J. Planning Committee, chaired by a Board of Directors member appointed by the President, other than the Budget and Finance Chair and the Building and Property Trustees Committee Chair, who are members due to their own positions
(see Article XIII)
- K. Rental Committee, chaired by a member appointed by the President
(see Article XIV)

Section 2. Meetings. Meetings of the individual committees may be held at such time and place as may be determined by a majority of the committee, by the committee Chair, or by the Board of Directors. Notice of meetings shall be given to the committee's members at least five (5) business days and no more than sixty business (60) days' notice in advance of the meeting unless all members agree to a shorter notification. A majority of the committee's membership shall constitute a quorum.

Article IX – Building and Property Trustees Committee

Section 1. Governing Powers.

- A. The Sokol Building and Property Trustees Committee shall be responsible for administration of all real property owned by Sokol.
- B. The Sokol Building and Property Trustees Committee shall coordinate with the Planning Committee on the priority and timing of real property improvement projects.
- C. The Sokol Building and Property Trustees Committee shall be responsible for health and safety procedures, protocols, and all relevant regulations and best practices.
- D. The Sokol Building and Property Trustees Committee may expend funds specifically appropriated to it by the Board of Directors, for budget line items specified by the Board of Directors. All other expenditures must be approved in advance by the Board of Directors for disbursement by the Treasurer of Sokol.
- E. Leases, mortgage notes, and other instruments pertaining to Sokol’s real property shall be signed by the Chair of the Sokol Building and Property Trustees Committee and the President of Sokol.

Section 2. Number, Qualifications, and Term. The Building and Property Trustees Committee shall consist of seven (7, including the Chair) Sokol members committed to the preservation of the property owned by the organization. The Chair of the Committee shall be elected for a two-year term per Article IV. Additional members of the Committee shall be elected at the annual membership meeting. Terms of members shall be three years. Two positions will be elected each year and the Chair of the Committee shall maintain a record of which position each member is in and what the end date for that position is. Vacancies may be temporarily filled by the President of the Board of Directors until the next annual meeting, at which time any remaining partial term members must be voted on. There is no limit on number of terms a member may serve.

Section 3. Operating Procedures. The Sokol Building and Property Trustees Committee may prepare operating procedures governing its operation, subject to approval by the Membership of Sokol at the Annual Meeting. The Committee Operating Procedures may be amended at the Annual Meeting by a simple majority vote. In conflicts between the Committee Operating Procedures and these Bylaws, these Bylaws shall control. Any Operating Procedures that exist at the time these Bylaws are adopted shall immediately be brought into compliance with these Bylaws.

Section 4. Quorum. A quorum for conduct of business shall be four (4) members.

Article X – Budget and Finance Committee

Section 1. Governing Powers and Provisions.

- A. The Budget and Finance Committee is responsible for developing and reviewing the fiscal procedures and financial plans of the organization.
- B. The Treasurer is a member of the Budget and Finance Committee.
- C. After consulting with Board of Directors members, the Committee is responsible for developing the annual budget of Sokol.
- D. The annual budget must be approved by the Board of Directors.
- E. The fiscal year shall be the calendar year.
- F. Annual reports are required to be submitted to the Board of Directors showing income, expenditures, and pending income.
- G. Contracts other than those identified in Article IX, Section 1, item C, shall be signed by the Chair of the Finance and Budget Committee and the President of Sokol.
- F. The financial records of the organization shall be made available to the Directors, Officers, members, and other persons affiliated with Sokol, as approved by the Board of Directors.

Section 2. Number, Qualifications, and Term. The Budget and Finance Committee shall consist of six (6, including the Chair and the Treasurer) Sokol members committed to the prudent management of the funds of the organization. The Chair of the Committee shall be elected for a two-year term per Article IV. The Treasurer shall also serve as a member of this committee. Additional members of the Committee shall be elected at the annual membership meeting. Terms of members shall be three years. Two positions will be elected each year and the Chair of the Committee shall maintain a record of which position each member is in and what the end date for that position is. Vacancies may be temporarily filled by the President of the Board of Directors until the next annual meeting, at which time any remaining partial term members must be voted on. There is no limit on number of terms a member may serve.

Section 3. Operating Procedures. The Budget and Finance Committee may prepare operating procedures governing its operation, subject to approval by the Membership of Sokol at the Annual Meeting. The Committee Operating Procedures may be amended at the Annual Meeting by a simple majority vote. In conflicts between the Committee Operating Procedures and these Bylaws, these Bylaws shall control. Any Operating Procedures that exist at the time these Bylaws are adopted shall immediately be brought into compliance with these Bylaws.

Section 4. Quorum. A quorum for conduct of business shall be four (4) members.

Article XI – Gaming Committee

Section 1. Governing Powers.

- A. The Sokol Gaming Committee shall be responsible for administration of all of Sokol’s charitable gaming activity. The committee is created to manage and oversee gaming operations and financial affairs, in accordance with state law.
- B. Either the Gaming Chair or a member of the Gaming Committee must meet requirements for a Gambling Manager in Minnesota Statutes, Chapter 349.
- C. The Sokol Gaming Committee may expend funds specifically appropriated to it by the Board of Directors, for budget line items specified by the Board of Directors. All other expenditures must be approved in advance by the Board of Directors for disbursement by the Treasurer of Sokol.

Section 2. Number, Qualifications, and Term. The Gaming Committee shall consist of five (5, including the Chair) Sokol members. The Chair of the Committee shall be elected for a two-year term per Article IV. Additional members of the Committee shall be elected at the annual membership meeting. Terms of members shall be three years. Two positions will be elected each year and the Chair of the Committee shall maintain a record of which position each member is in and what the end date for that position is. Vacancies may be temporarily filled by the President of the Board of Directors until the next annual meeting, at which time any remaining partial term members must be voted on. There is no limit on number of terms a member may serve.

Section 3. Operating Procedures. The Sokol Gaming Committee may prepare operating procedures governing its operation, subject to approval by the Membership of Sokol at the Annual Meeting. These Operating Procedures may be amended at the Annual Meeting by a simple majority vote. In conflicts between the Committee Operating Procedures and these Bylaws, these Bylaws shall control. Any Operating Procedures that exist at the time these Bylaws are adopted shall immediately be brought into compliance with these Bylaws.

Section 4. Quorum. A quorum for conduct of business shall be three (3) members.

Article XII – Board of Instructors

Section 1. Governing Powers.

- A. The Sokol Board of Instructors (BOI) shall be responsible for administration of the girls’ and boys’ gymnastics programs in accordance with the principles and practices of the American Sokol Organization.
- B. The BOI may hire instructors as needed to administer the girls’ and boys’ gymnastics programs.

- C. The BOI may expend funds specifically appropriated to it by the Board of Directors, for budget line items specified by the Board of Directors. All other expenditures must be approved in advance by the Board of Directors for disbursement by the Treasurer of Sokol.

Section 2. Number, Qualifications, and Term. The Board of Instructors shall consist at a minimum of its two co-chairs, the Women's and Men's Physical Directors. The Women's and Men's Physical Directors shall be elected for a two-year term per Article IV. Additional Sokol members of the BOI may be appointed by the Women's and Men's Physical Directors. There is no limit on number of terms a member may serve.

Section 3. Operating Procedures. The Board of Instructors may prepare operating procedures governing its operation, programs in accordance with the principles and practices of the American Sokol Organization and State of Minnesota health guidelines.

Section 4. Quorum. A quorum for conduct of business shall be two members.

Article XIII – Planning Committee

Section 1. Governing Powers.

- A. The Sokol Planning Committee shall be responsible for long-term planning and cost estimates for the upgrading or enhancement of all real property owned by Sokol.
- B. The Sokol Planning Committee may recommend property upgrade projects and associated funding to the Board of Directors.
- C. Detailed planning and work supervision of property upgrade projects shall be carried out by the Sokol Building and Property Trustees Committee.
- D. The Planning Committee shall coordinate with the Sokol Building and Property Trustees Committee on any real property upgrades.

Section 2. Number, Qualifications, and Term. The Planning Committee shall consist of five Sokol members (including the Chair) committed to the upgrading of the property owned by the organization. The Chair of the Committee, an elected Board member, shall be appointed by the President for a two-year term per Article IV. Automatic members of the Planning Committee are the Budget and Finance Chair and the Building and Property Trustees Committee Chair. Two additional Sokol members shall be appointed by the Planning Committee chair. There is no limit on number of terms a member may serve.

Section 3. Operating Procedures. The Planning Committee shall have the authority to analyze proposed property upgrades, consider alternative solutions, and recommend a timely and cost-effective solution to the Board.

Section 4. Quorum. A quorum for conduct of business shall be three (3) members.

Article XIV – Rental Committee

Section 1. Governing Powers.

- A. The Rental Committee shall be responsible for administration of the rental of the C.S.P.S. Hall.
- B. The Rental Committee may hire an Event Coordinator to administer the rental of the Hall.
- C. The Rental Committee may expend funds specifically appropriated to it by the Board of Directors, for budget line items specified by the Board of Directors. All other expenditures must be approved in advance by the Board of Directors for disbursement by the Treasurer of Sokol.

Section 2. Number, Qualifications, and Term. The Rental Committee shall consist at a minimum of three Sokol members. The Chair of the Committee, an elected Board member, shall be appointed by the President for a two-year term per Article IV. Two additional Sokol members shall be appointed by the Rental Committee chair. There is no limit on number of terms a member may serve.

Section 3. Operating Procedures. The Rental Committee shall maintain a standard set of rental policies, regulations, application, rates, contracts, and insurance. State of Minnesota health guidelines must be followed. The Rental Committee will maintain an Event Coordinator job description. The Event Coordinator will maintain a Certified Kitchen Manager License.

Section 4. Quorum. A quorum for conduct of business shall be two members.

Article XV – Executive Director(s), Employees, & Independent Contractors

Section 1. Designation. The Board of Directors may select and employ an Executive Director. The Executive Director may also serve as a Director and/or Officer if permitted by the Board of Directors; however, strict adherence to the Conflicts of Interest policy shall be necessary, the Executive Director shall only be compensated in his or her capacity as an employee, and the Executive Director shall not also serve as the Treasurer of Sokol.

Section 2. Duties. The Executive Director shall be responsible for providing professional advice and assistance to the Board of Directors; administer the work delegated to the staff; hire and release staff members for positions approved by the Board of Directors; coordinate with the Treasurer in paying bills and creating deposits; and have such other powers to perform other duties as may be assigned by the Board of Directors.

Section 3. Other Staff. The Executive Director may hire and discharge other employed staff as may be reasonable and necessary to support the organization for positions approved by the

Board of Directors. The employed staff shall report directly to and be accountable to the Executive Director or his or her designee.

Section 4. Compensation. Sokol may pay compensation to the Executive Director, employees, and other independent contractors for services rendered. The amount and frequency of payments shall be reasonable, determined from time to time by the Board of Directors, and be legally compliant with all state and federal employment, nonprofit, and other applicable laws.

Section 5. Checks, Drafts, Petty Cash Fund. The Executive Director may be authorized to provide one of the signatures on checks, drafts, or other orders of payment for Sokol. He or she may also be authorized to administer a Petty Cash Fund, the size of which will be designated by the Board of Directors.

Article XVI – Management & Miscellaneous Provisions

Section 1. Calendar Year. The accounting year of Sokol shall be the calendar year. The accounting year shall begin on the first day of January of each year and end on the last day of December of each year.

Section 2. Books and Accounts. Sokol’s books and accounts shall be kept at the principal place of business.

Section 3. Examination by Directors. Every Director, Officer, and Member (if applicable) of Sokol shall have a right to examine, in person or by agent or attorney, at any reasonable pre-arranged time, and at the principal place of business, all books and records of Sokol and make extracts or copies therefrom.

Section 4. Periodic Reviews. To ensure Sokol operates in a manner consistent with charitable purposes, files all required paperwork, and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm’s length bargaining;
- B. Whether partnerships, joint ventures, and arrangements with management organizations conform to Sokol’s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction;
- C. Whether Sokol is properly filing annual paperwork with the Minnesota Attorney General’s Office, Minnesota Secretary of State, Internal Revenue Service, and other government entities.
- D. Whether Sokol is properly engaging in Minnesota and Federal fundraising laws and rules.

Section 5. Loans. No loans shall be contracted on behalf of Sokol nor shall evidences of indebtedness be issued in its name unless in conformance with Minnesota Statutes, Section 317A.501 and specifically authorized by resolution of the Board of Directors. Such authority shall be confined to specific instances.

Section 6. Amending the Articles of Incorporation and Bylaws. The Board of Directors shall have the power to amend the Articles of Incorporation and any Bylaws. Subject to restrictions imposed by the Minnesota Nonprofit Corporation Act, Chapter 317A et. seq. of Minnesota Statutes, 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 fifteen (15) business days prior to a duly called Board of Directors meeting. Such amendment shall require an affirmative vote of two-thirds (2/3) of the Board of Directors at a duly called Board meeting.

Certification and Effective Dates

These Bylaws were approved at a meeting of the Board of Directors of Sokol by a two-thirds (2/3) majority vote on this 20th day of October, 2022. Changes from the previous Bylaws shall become effective on January 1, 2023. Elections and appointments at the annual meeting in November of 2022 shall be for terms or portions of terms that will exist on January 1, 2023.

Denise Stibal, Recording Secretary

October 20, 2022