

**BYLAWS OF  
EASTVIEW LIGHTNING TOUCHDOWN CLUB**

This instrument constitutes the Bylaws of Eastview Lightning Touchdown Club, a Minnesota nonprofit corporation, adopted for the purpose of regulating and managing the internal affairs of the corporation.

**ARTICLE I  
CORPORATE SEAL**

The corporation shall not have a seal.

**ARTICLE II  
MEMBERS**

Section 2.1. Members. The membership of the corporation shall consist of every person who pays dues in the manner set forth by the Board of Directors and has a child who participates in the football program at Eastview High School in Apple Valley, Minnesota.

Section 2.2. Members' Rights/Term of Membership. A Member is entitled to cast one vote regarding the election of the Board of Directors of the corporation (except the ex officio member of the Board of Directors). Members have no other rights with respect to the corporation, except as provided in these Bylaws. The term of membership shall be one year.

Section 2.3. Termination of Membership. Membership shall terminate at the end of the term of membership. A Member shall not be expelled or suspended, and a membership may not be terminated or suspended, except for nonpayment of dues or fees, unless the Member is given:

- (a) not fewer than fifteen (15) days' prior written notice of the expulsion, suspension, or termination, and the reasons for it; and
- (b) an opportunity for the Member to be heard, orally or in writing, not fewer than five (5) days before the effective date of the expulsion, suspension, or termination by a person authorized to decide that the proposed expulsion, termination, or suspension not take place.

Section 2.3.1. Regular Meetings of Members. A regular meeting of the voting Members shall be held annually, on such day and at such time as the Board of Directors shall determine.

Section 2.3.2. Members' Right to Call Meetings. If a regular meeting of voting Members has not been held during the preceding fifteen (15) months, at least fifty (50) Members with voting rights or ten percent (10%) of the Members with voting rights,

whichever is less, may demand a regular meeting of the Members by written notice of demand given to the President or the Treasurer of the corporation. Within thirty (30) days after receipt of the demand, the Board shall cause a regular meeting of Members to be called and held on notice no later than ninety (90) days after receipt of the demand at the expense of the corporation.

Section 2.4. Quorum for Membership Meeting. Unless otherwise provided by law or by these Bylaws, a quorum for a meeting of the Members is ten percent (10%) of the Members entitled to vote at the meeting.

Section 2.5. Number Required for Action by Members. Except where a larger portion or number is required by law or by these Bylaws, the Members may take action by the affirmative vote of a majority of the Members present at a duly held meeting.

Section 2.6. Voting Rights. All Members shall be entitled to one vote. Voting by proxy shall not be permitted.

Section 2.7. Unanimous Written Action. Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting by written action signed by all of the Members entitled to vote. The written action is effective when all Members have signed it, unless a different effective time is provided in the written action.

Section 2.8. Action by Written Ballot. An action that may be taken at a regular or special meeting of Members may be taken without a meeting if the corporation mails or delivers a written ballot to every Member entitled to vote on the matter. A written ballot must: (1) set forth each proposed action; and (2) provide an opportunity to vote for or against each proposed action. Approval by written ballot under this section is valid only if the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Solicitations for votes by written ballot must: (1) indicate the number of responses needed to meet the quorum requirements; (2) state the percentage of approvals necessary to approve each matter other than election of Directors; and (3) specify the time by which a ballot must be received by the corporation in order to be counted.

### **ARTICLE III** **BOARD OF DIRECTORS**

Section 3.1. Management. The business and charitable affairs of the corporation shall be managed by or under the direction of a Board of Directors.

Section 3.2. Number, Composition of Board. The members of the initial Board of Directors shall be appointed by the Incorporator. Thereafter, beginning at the first annual meeting of the Members and the Board of Directors following the adoption of

these Bylaws, the members of the Board of Directors (other than the ex-officio member of the Board of Directors) shall be elected by the Members of the corporation from a slate of candidates set forth by the Board of Directors through its Nominating Committee. The Board of Directors shall consist of no fewer than three (3) individuals and no more than nine (9) individuals. The Commissioner of the Eastview Athletic Association Football Program is an ex-officio member of the Board of Directors. To the extent possible, the Board of Directors shall include parents of children participating in the Eastview High School football program.

Section 3.3. Terms of Directors. Directors shall serve for a term of one (1) year each, beginning at the annual meeting of the Board of Directors. Directors shall serve until their successors have been elected and qualified.

Section 3.4. Quorum. At all meetings of the Board of Directors a majority of the Directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business.

Section 3.5. Number Required for Action by Directors. Except where otherwise required by law, the Articles or these Bylaws, the affirmative vote of a majority of the Directors present at a duly held meeting shall be sufficient for any action.

Section 3.6. Written Action. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of Directors required to take the same action at a meeting of the Board of Directors at which all Directors were present. The written action is effective when signed by the required number of Directors, unless a different effective date is provided in the written action. When written action is taken by fewer than all of the Directors, all Directors shall be notified immediately of its text and effective date, except that failure to provide such notice does not invalidate the written action.

Section 3.7. Regular Meetings/Annual Meeting. The Board of Directors shall have regular meetings at such places and times as it shall establish. The annual meeting of the Board of Directors shall be held at such time and place as may be designated by the Board of Directors. The Secretary shall give at least five (5) days' notice to all Directors of the date, time and place of the meeting; provided, however, that if the day or date, time and place of a board meeting have been announced at a previous meeting of the board, notice is not required.

Section 3.8. Special Meetings. Special meetings of the Board of Directors may be called at any time upon request of the President or any two (2) Directors, provided that any such request shall specify the purpose or purposes for the meeting. The President shall set the date for the special meeting within three (3) working days of making or receiving such a request and shall give not fewer than five (5) nor more than thirty (30) days written notice of the time, place and purpose of such special meeting.

Section 3.9. Place of Meetings. The Board of Directors and Committees of the

Board of Directors may hold meetings at such places, whether in this state or in any other state, as a majority of the Directors then in office may from time to time appoint. Upon failure to appoint any other place, such meetings shall be held at the principal offices of the corporation.

Section 3.10. Electronic Communications. A conference among Directors or Committee members by a means of communication through which the Directors or Committee members may simultaneously hear each other during the conference is a meeting of the Board of Directors or a Committee if the same notice is given of the conference as would be required for a meeting, and if the number of Directors or Committee members participating in the conference is a quorum. A Director or Committee member may participate in a meeting of the Board of Directors by any means of communication through which the Director or Committee member, other Directors or Committee members so participating, and all Directors or Committee members physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by any of the above-mentioned means is personal presence at the meeting.

Section 3.11. Form of Notice. Whenever under the provisions of these Bylaws notice is required to be given to any Director, notice is given:

- (a) when mailed to the Director at an address designated by the Director at the last known address of the Director or at the address of the Director in the corporate records;
- (b) when communicated to the Director orally;
- (c) when handed to the Director;
- (d) when left at the office of the Director with a clerk or other person in charge of the office, or if there is no one in charge, when left in a conspicuous place in the office;
- (e) when sent by facsimile, electronic mail (e-mail), or other electronic means, to a facsimile number, e-mail address, or other electronic designation provided by the Director;
- (f) if the Director's office is closed or the Director has no office, when left at the dwelling or usual place of abode of the Director with a person of suitable age and discretion residing in the house; or
- (g) when the method is fair and reasonable when all the circumstances are considered.

Notice by mail is given when deposited in the United States mail with sufficient postage. Notice is considered received when it is given.

Section 3.12. Waiver of Notice. Any Director may execute a written waiver of notice of any meeting required to be given by statute or by any provision of these Bylaws either before, at or after that meeting, and such waiver when signed and filed as hereinafter provided shall be equivalent to notice. Such waiver shall be filed with the Secretary, who shall enter it upon the minutes or other records of that meeting. Appearance at a meeting by a Director shall be deemed a waiver of notice thereof, unless the appearance is solely for the purpose of asserting the illegality of the meeting.

Section 3.13. Resignation of Directors. A Director may resign at any time by giving written notice to the Secretary of the corporation. The resignation is effective without acceptance when the notice is given to the corporation, unless a later effective time is specified in the notice.

Section 3.14. Removal of Directors. A Director may be removed from office, with or without cause, by the affirmative vote of a majority of the Directors present at a duly held meeting; provided that not fewer than five (5) days and not more than thirty (30) days notice of such meeting stating that removal of such Director is to be on the agenda for such meeting shall be given to each Director.

Section 3.15. Filling Vacancies. In the event of the death, removal or resignation of a Director, a successor to fill the unexpired term shall be elected by the affirmative vote of a majority of the Directors present at a duly held meeting.

Section 3.16. Executive Committee. The corporation shall have an Executive Committee, comprised of the President, Vice-President, Treasurer and Secretary and such other Directors as shall be recommended by the President and approved by the Board of Directors. The Executive Committee shall have the full authority of the Board of Directors between meetings of the Board of Directors to the extent determined by the Board of Directors.

Section 3.17. Nominating Committee. There shall be a Nominating Committee composed of three (3) Members who shall be selected by the Executive Committee. The Nominating Committee shall select its own chairperson. The Nominating Committee shall receive nominations for the election of Directors from the Members. The Nominating Committee shall also identify those persons who would be willing to serve as Directors and as President, Vice-President, Treasurer and Secretary if elected to the Board of Directors and report the proposed nominations at a Board of Director's meeting, at which time additional nominations may be made by Directors and Members. Only persons who have signified their consent to serve if elected shall be deemed to be candidates for election as Directors.

Section 3.18. Other Committees. On the recommendation of the President, the Board may establish one or more other committees, in addition to the Executive Committee and Nominating Committee. No committee work shall be undertaken or conducted absent the consent and approval of the Executive Committee and no committee shall incur any liability or debt on the part of the corporation without the

advance consent and approval of the Executive Committee or act, or fail to act, in a manner prohibited by the Executive Committee or these bylaws.

Section 3.19. Compensation of Directors. Directors shall not be compensated for their duties as Directors, except that a Director may be reimbursed for expenses incurred on behalf of the corporation if approved in advance by the Board of Directors.

#### ARTICLE IV OFFICERS

Section 4.1. Appointment of Officers. The officers of the corporation shall be elected by the Directors of the corporation and they shall include a President, a Vice-President, a Secretary, a Treasurer, and such other officers as the Board of Directors may, from time to time, appoint.

Section 4.2. Duties of Officers. The duties of the officers of this corporation shall be:

Section 4.2.1. President. The President shall preside at all meetings of the Board of Directors and Executive Committee, and shall oversee the long term goals and purposes of the corporation. The President shall appoint committee chairpersons and serve as an ex officio member of all committees and shall also perform such other duties as may be determined from time to time by the Board of Directors.

Section 4.2.2. Vice-President. The Vice-President shall perform such duties as may be determined from time to time by the Board of Directors. The Vice-President shall be vested with all powers of and perform all the duties of the President in the President's absence or inability to act, but only so long as such absence or inability continues.

Section 4.2.3. Secretary. The Secretary shall attend all meetings of the Board of Directors and any committee thereof, and keep the minutes of such meetings, give notices, prepare any necessary certified copies of corporate records, and perform such other duties as may be determined from time to time by the Board of Directors.

Section 4.2.4. Treasurer. The Treasurer shall have charge of the corporate treasury, receiving and keeping the monies of the corporation, disbursing corporate funds as authorized, and shall have all of the powers and duties normally belonging to the Treasurer of a Minnesota nonprofit corporation.

Section 4.3. Salaries of Officers. The salaries of all officers of the corporation shall be fixed by the Board of Directors. However, no such salary need be fixed if such service is voluntary.

Section 4.4. Officers as Members of Board of Directors. Officers shall be members of the Board of Directors.

Section 4.5. Resignation of Officers. An officer may resign at any time by giving written notice of the resignation to the Secretary of the Corporation.

Section 4.6. Removal of Officers. Any officer may be removed, with or without cause, by the affirmative vote of a majority of the Directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given.

Section 4.7. Filling Vacancies. Any vacancy in an officer's position shall be filled by the Board of Directors of the corporation.

**ARTICLE V**  
**STANDARD OF CARE AND**  
**CONFLICTS OF INTEREST**

Section 5.1. Standard of Care. It is the responsibility of each Director of this corporation to discharge his or her duties as a Director in good faith, in a manner the Director reasonably believes to be in the best interests of this corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 5.2. Conflicts of Interest. A contract or other transaction between this corporation and:

- (a) one or more of its Directors, or a member of the family of a Director;
- (b) a director of a related organization, or a member of the family of a director of a related organization; or
- (c) an organization in or of which one or more of the corporation's Directors or a member of the family of the Director are directors, officers or legal representatives or have a material financial interest,

is not void or voidable because the Director or Directors or the other individual or organization are parties or because the Director or Directors are present at the meeting of the Board of Directors or a committee of the Board of Directors at which the contract or transaction is authorized, approved or ratified, if:

- (a) the contract or transaction was, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the contract or transaction was, fair and reasonable as to the corporation at the time it was authorized, approved or ratified; or
- (b) the material facts as to the contract or transaction and as to the Director's

or Directors' interest are fully disclosed or known to the Board or a committee, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a majority of the Board or committee, but the interested Director or Directors shall not be counted in determining the presence of a quorum and shall not vote.

For the purpose of this Section:

- (a) a Director does not have a material financial interest in a resolution fixing the compensation of the Director or fixing the compensation of another Director as a Director, officer, employee or agent of the corporation, even though the first Director is also receiving compensation from the corporation; and
- (b) a "member of the family" of the Director includes the spouse, parents, children and spouses of children, brothers and sisters or spouses of brothers and sisters of the Director, or any combination of them.

## ARTICLE VI FINANCE

Section 6.1. Receipts. Any dues, contributions, grants, bequests or gifts made to the corporation shall be accepted or collected only as authorized by the Board of Directors.

Section 6.2. Deposits. All funds of the corporation shall be deposited to the credit of the corporation under such conditions and in such banks as shall be designated by the Board of Directors.

Section 6.3. Contracts; Orders for Payment. All contracts, checks and orders for the payment, receipt or deposit of money, and access to securities of the corporation shall be as provided by the Board of Directors.

Section 6.4. Title to Property. Title to all property shall be held in the name of the corporation.

Section 6.5. Annual Budget. The annual budget of estimated income, income expense and capital expense shall be approved by the Board of Directors.

Section 6.6. Summary Financial Report. A summary report of the financial operation of the corporation shall be made by the Treasurer at least annually to the Board of Directors.

Section 6.7. Fiscal Year. The fiscal year of the corporation shall begin on July 1 and end on June 30.



**ARTICLE VII**  
**INDEMNIFICATION**

To the full extent permitted by the Minnesota Nonprofit Corporation Act, as amended from time to time, or by other applicable provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever and by whomsoever brought (including any such proceeding, by or in the right of the corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Member, Director or officer of the corporation, or he or she is or was serving at the specific request of the Board of Directors of the corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation by the affirmative vote of a majority of the Directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this Article shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision of the Bylaws.

**ARTICLE VIII**  
**AMENDMENT OF BYLAWS**

The Board of Directors may adopt, amend or repeal these Bylaws; except that after the adoption of the initial Bylaws, the Board of Directors shall not adopt, amend or repeal a Bylaw fixing a quorum for meetings of Members, or altering the rights of Members as set forth in these Bylaws. Written notice of the meeting and of the proposed amendment shall be given to each Director not fewer than five (5) nor more than thirty (30) days before any meeting of the Board of Directors at which an amendment of the Bylaws is to be adopted.

--END OF BYLAWS--