

**SPRING LAKE PARK PANTHER  
YOUTH FOOTBALL ASSOCIATION**

**BYLAWS**

**ARTICLE I**

**ORGANIZATION**

Section 1. NAME: The name of this organization is Spring Lake Park Panther Youth Football Association (“ASSOCIATION”).

Section 2. PURPOSE: The purpose of the ASSOCIATION program is to provide safe, supervised football activities for the youth of the Spring Lake Park school district. The primary goal of the program will be to assist in the development of all student-athletes and their growth not only as football players but also as young citizens through education, friendships, teamwork, and football.

Section 3. OFFICES: The registered office of the ASSOCIATION shall be Blaine, County of Anoka, State of Minnesota, and the ASSOCIATION shall have other offices at such places as the Board of Directors may from time to time determine.

**ARTICLE II**

**MEMBERSHIP**

Section 1. Membership in this ASSOCIATION shall be open to the following as classified:

a. INDIVIDUAL MEMBERSHIP: All men and women eighteen (18) years or older who have paid the yearly dues as hereinafter provided or who have registered one (1) or more members of their family who attend District 16 schools and are participants in the Spring Lake Park Panther Youth Football program. There shall be no other limitation on membership and all families will represent one vote.

b. SUSTAINING MEMBERSHIP: Sustaining membership shall be open to all firms and organizations who desire to support this ASSOCIATION. These memberships are non-voting.

c. OTHER MEMBERSHIP: The Board of Directors shall have the power to create categories of the ASSOCIATION, junior and honorary membership at

its discretion and extend such privileges as it deem necessary. These memberships are non-voting.

Memberships may not be transferred.

Section 3. MEMBERSHIP TERM: A member's term shall be one (1) year commencing upon registration of a youth for the season and/or upon acceptance by the Board as a sustaining or other member.

Section 4. ANNUAL DUES: The annual dues of the individual members shall be covered as part of the individual's program registration. Dues of the sustaining members shall be in accordance with their interest in supporting the ASSOCIATION.

Section 5. PROOF OF MEMBERSHIP:

a. Proof of INDIVIDUAL MEMBERSHIP shall be contracted from registration forms and kept on file by the Secretary.

b. Proof of SUSTAINING MEMBERSHIP can consist of a receipt for contributions.

c. Proof of OTHER MEMBERSHIP shall be kept on file by the Secretary. Said proof of membership shall entitle members to admission to all meetings of the ASSOCIATION.

Section 6. TERMINATION: Annual membership shall terminate on the first to occur of either (A) the last day prior to the first day of registration for the following season for participants in youth football, or (B) upon the cancellation of a youth's participation in the program and payment by the ASSOCIATION of a refund due, if any.

### **ARTICLE III**

#### **MEMBER MEETINGS**

Section 1. PLACE: All meetings of the membership shall be held at such place as is determined by the Board of Directors.

Section 2. ANNUAL MEETING: The annual meeting of the members shall be held on the 2nd Sunday in December each year.

Section 3. SPECIAL MEETINGS: Special meetings of the members for any purpose or purposes, unless otherwise prescribed by the statute, shall be called by the President, or shall be called by the President and the Secretary at the

request of the majority of the Board of Directors, or at the request, in writing by fifty (50) of the members entitled to vote at such meeting. Such call shall state the purpose or purposes of the proposed meeting, and the business transacted at all special meetings shall be confined to the purposes stated in the call.

Section 4. **NOTICE OF ANNUAL OR SPECIAL MEETING:** Notice of annual or a special meeting of the organization will be communicated electronically and posted on the organizations website to the communities served at least fifteen (15) days prior to the annual or special meeting. The purpose of the meeting shall be posted as well so that the community is informed appropriately.

Section 5. **QUORUM:** The presence at any meeting of two-thirds (2/3) of the Board shall constitute a quorum for the transaction of business. If, however, such number shall not be present in person at any meeting, then any decisions made must pass by a two-thirds (2/3) vote provided notification of the meeting was sent out at least 7 days before the date.

Section 6. **VOTING:** Anyone 18 years or older who has a child registered in the program for the current fiscal year or is a Head Coach, Assistant Coach or a Director shall be considered and Active voting member. Each family is limited to one (1) member and each member has one vote. If a family has a member on the Board of Directors that vote by the Board member would count as the families vote.

#### **ARTICLE IV**

#### **BOARD MEETINGS**

Section 1. **ELECTION OF DIRECTORS:** The management and business of this ASSOCIATION shall be vested in a Board of Directors consisting of no more than (10) members who shall be elected at the annual meeting by plurality vote. Each Director shall have a child who attends a District 16 school and is a participant in the program or no more than one year from competition (example: Johnny quit playing football in October of 2024. Member wants to run for Board Elections in December of 2025. That is longer than one year so Johnny's parents would not be able to run for office.). An exception of this can be voted on by the Board at the annual meeting. Each Director so elected shall serve for a term of two (2) years or until his successors shall have been elected and qualified.

Section 2. NOTICE OF ANNUAL MEETINGS: The regular meetings of the Board of Directors shall be held without notice at the time and immediately following the adjournment of the annual membership meeting, for the purpose of election of officers for the ensuing year and to transact such other business as may properly come before it.

Section 3. NOTICE OF REGULAR MEETINGS: Regular meetings of the Board of Directors shall be held without notice at such times as a majority of the members of the Board from time to time determine

Section 4. NOTICE OF SPECIAL MEETINGS: Special meetings of the Board may be called by the President at any time and shall be called by the President whenever requested to do so by any member of the Board. Notice of a special meeting shall be given to each Director personally by telephone or electronically at least three (3) days prior to the meeting. A special meeting may be called without notice to the Directors if a full board convenes and all agree to the holding of the meeting at such time and place and waive all rights of notice thereof. Any action which might be taken at a meeting of the Board of Directors may be taken without a meeting if done in writing and signed by all the Directors.

Section 5. QUORUM: At all meetings of the Board, two-thirds (2/3) of the Board of Directors shall be present and necessary to constitute a quorum for the transaction of business, and the act of two-thirds (2/3) of the Directors present at any meeting at which there is a quorum, shall be the act of the Board of Directors.

Section 6. ORDER OF BUSINESS: The Board of Directors may from time to time determine the order of business at their meeting.

Section 7. RULES: Robert's Rules of Order Revised shall apply to all meetings of the Board of Directors.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

Section 1. TRANSFER OF ASSETS TO ASSOCIATION: The Board of Directors shall have the authority to approve and accept all property and facilities to be turned over to the ASSOCIATION.

Section 2. REMOVAL: If a Board member or Director is to be removed, the Board of Directors would need a two-third (2/3) vote to warrant removal.

Section 3. PROGRAMS AND COMMITTEES: The Board of Directors may establish individual programs or committees, provide rules and regulations therefore, and appoint directors and chairman thereof as it may from time to time deem necessary.

Section 4. OTHER POWERS: In addition to the powers and authority conferred upon them by this and other Articles of these Bylaws, the Board of Directors shall have the power to do all lawful acts necessary and expedient to the conduct of the business of this ASSOCIATION, that are not conferred upon the members by these Bylaws, by the Articles of Incorporation, or by Statute. The Board of Directors shall have the authority to deem properties of the ASSOCIATION unusable and to liquidate such assets.

Section 5. DISQUALIFICATION: The Board of Directors has the authority to disqualify any Board member for failure to adhere to the following requirements:

- a. Board members are required to attend all membership meetings unless absence is authorized by the Board.
- b. After two (2) consecutive unauthorized absences a verbal warning shall be issued by the President.
- c. Written action shall be taken by the President after three (3) consecutive unauthorized absences.
- d. Disqualification occurs after four (4) consecutive unauthorized absences or six (6) non-consecutive absences within one fiscal year, when actions outline in Article V, Section 5b and 5c are followed.

## **ARTICLE VI**

### **OFFICERS**

Section 1. EXECUTIVE OFFICERS: The Board of Directors at its first meeting following the annual meeting of the membership shall elect from its own number, a President, Vice-President, Secretary, and Treasurer, who shall hold office for two (2) years or until their successor or successors are chosen and qualify in their stead. This group will be called the Executive Committee. The President and Secretary will be elected to two-year terms in odd years. The Vice President and Treasurer will be elected to two-year terms in even years.

Section 2. OTHER OFFICERS: The Board may appoint such other officers and agents as it shall deem necessary, from time to time, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 3. PRESIDENT: The President shall be the chief executive officer of the ASSOCIATION, they shall preside at all meetings of the membership and Board of Directors; they shall have general active management of the business of the ASSOCIATION and shall see that all orders and resolutions of the Board are carried into effect. Unless needed to break a tie the President does not vote on items brought to vote by a motion from the Board.

Section 4. VICE-PRESIDENT: The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors shall prescribe.

Section 5. SECRETARY: The Secretary shall attend all sessions of the Board of Directors and all meetings of the members and record all votes and minutes of all proceedings and maintain a permanent record for that purpose. The Secretary will post all Board minutes to the ASSOCIATION website. The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors.

Section 6. TREASURER:

a. The Treasurer shall have the custody of the ASSOCIATION funds and securities and shall keep full accurate account of receipts and disbursements in an accounting software belonging to the ASSOCIATION and shall deposit all monies, and other valuable effects in the name and to credit of the ASSOCIATION, in such depositories as may be designed by the Board of Directors.

b. The Treasurer shall disburse funds of the ASSOCIATION as may be ordered by the Board, taking the proper vouchers for such disbursements, and shall render to the President and the Directors, at the regular meetings of the Board, or whenever they may require it, an account of all the transactions as Treasurer and of the financial condition of the ASSOCIATION. The Treasurer is responsible for all bank accounts and shall provide online access to the President.

Section 7. **VACANCIES:** If the office of any Executive Officer becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, the Directors then in office, although less than a quorum, by a majority vote, may choose a successor or successors, who shall hold office for the unexpired term of which such vacancy occurred.

Section 8. **RESIGNATION:** An Officer may resign at any time by a letter of resignation to the President or the Secretary of the ASSOCIATION. The resignation of the Officer shall take effect at the time, if any, specified therein or, if no time is specified therein, upon receipt thereof by the President.

## **ARTICLE VII**

### **ASSOCIATION RECORDS**

Section 1. **RECORDS:** The Board of Directors shall keep a complete record of all their minutes and acts, and of the proceedings of the members, and present a full statement at the regular annual meeting of the members, showing in detail the assets and liabilities of the ASSOCIATION.

## **ARTICLE VIII**

### **FINANCIAL MATTERS**

Section 1. **DISBURSEMENTS:** All disbursements of the ASSOCIATION must be made by check and signed by either the Treasurer or the President.

Section 2. **APPROVAL AUTHORITY:** The Board must approve all financial plans and their accompanying operating plans prior to execution of the individual programs. The Board must also approve single purchases exceeding \$1,000 or more. All suppliers with annual spend of more than \$1,000 have to be approved by the Board of Directors. Any supplier that has an annual spend of \$1,000 or more will be bid from time to time or a market scan analysis will be completed.

Section 3. **LEGAL DOCUMENTS:** The President and the Secretary of the ASSOCIATION shall sign all legal documents as evidence of the indebtedness of the ASSOCIATION.

Section 4. **FISCAL YEAR:** The fiscal year of the ASSOCIATION shall terminate on December 31st of each year.

Section 5. **ACCOUNTING SYSTEM AND AUDIT:** The Board of Directors shall cause to be established and maintained, in accordance with generally accepted accounting principles applied on a consistent basis, an appropriate

accounting system for the ASSOCIATION. The Board of Directors shall cause the records and books of account of the ASSOCIATION to be compiled and reconciled by an independent accountant at least once each fiscal year and at such other times as it may deem necessary or appropriate and may retain such person or firm for such purposes as it may deem appropriate.

Section 6. COMPENSATION: The Board of Directors of the ASSOCIATION may at any time and from time to time, by resolution adopted by a simple majority of the total number of Directors, provide for the payment of compensation to, and for the payment or reimbursement of expenses incurred by, any Director, Officer, agent, or employee of the ASSOCIATION for personal services rendered to the ASSOCIATION by, or for any expenses necessarily paid or incurred by, any such Director, Officer, agent or employee, but only if and to the extent that the performance of such service or the occurrence of such expenses is directly in furtherance of the charitable purposes of the ASSOCIATION and the compensation or the amount of expenses paid or reimbursed, as the case may be, is reasonable and not excessive.

#### **ARTICLE IX**

#### **AMENDMENTS**

Section 1. AMENDMENT TO BYLAWS: These Bylaws may be amended or altered by a 2/3 vote by the Board of Directors, or by the majority of the members at any regular membership meeting, provided the notice for the meeting includes the proposed amendments. Any proposed amendment or modification to the Bylaws shall be submitted to the Board of Directors or members in writing at least 10 days before the meeting at which they are to be acted upon.

#### **ARTICLE X**

#### **DISSOLUTION**

Section 1. DISSOLUTION OF ASSOCIATION: In the event of a cessation of activities and the dissolution of the ASSOCIATION, the assets remaining after discharge of all obligations of the ASSOCIATION or after adequate provisions for their discharge, shall be assigned and transferred to Spring Lake Park Schools. This is to certify that the foregoing Bylaws are the duly adopted Bylaws of this ASSOCIATION.

(Approved December 2024)



Kieren Steinhoff, Secretary

Dated: Dec. 15. 2024



Marc Gatto, President

Dated: Dec. 15, 2024