

## BYLAWS OF EAST RIDGE FACE OFF CLUB

The name of the organization is East Ridge Face Off Club. The organization is organized in accordance with the Minnesota Statutes, Chapter 317A, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote the corporate purposes as set out in the Articles of Incorporation for the organization and as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The organization is organized exclusively for purposes consistent with section 501(c)(3) of the Internal Revenue Code.

### ARTICLE I MEETINGS

**Section 1. Annual Meeting.** An annual meeting shall be held once each calendar year for the purpose of electing directors and officers for the upcoming year as well as for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time. The current Board of Directors will be responsible for voting to establish the incoming Board of Directors and Officers for the next year.

**Section 2. Special Meetings.** Special meetings may be requested by the President or the Board of Directors.

**Section 3. Notice.** Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be mailed either electronically or via the U.S. Mail or similar means to all directors of record at the email or house address shown on the corporate books, at least 2 days prior to the meeting. Such notice shall be deemed effective when sent electronically or deposited in ordinary U.S. Mail or similar means, properly addressed, with postage prepaid.

**Section 4. Place of Meeting.** Meetings shall be held at the location provided in the notice.

**Section 5. Quorum.** A majority of the directors shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the present directors may adjourn the meeting to another time without further notice. If a quorum is established at a rescheduled meeting that had previously been adjourned, any business may be transacted that might have been

transacted at the originally scheduled meeting. The directors present at a meeting once a quorum has been established may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

**Section 6. Informal Action.** Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the directors with respect to the subject matter of the vote.

**Section 7. Fiscal Year.** The fiscal year of the corporation shall begin on April 1<sup>st</sup> and conclude on March 31<sup>st</sup> of the following year.

## ARTICLE II DIRECTORS

**Section 1. Number of Directors.** The organization shall be managed by a Board of Directors consisting of preferably 5 directors, but no less than 3 directors.

**Section 2. Election and Term of Office.** The directors shall be elected at the annual meeting. Each director shall serve a term of 1 year, or until a successor has been elected and qualified.

**Section 3. Quorum.** A majority of then existing directors shall constitute a quorum.

**Section 4. Adverse Interest.** In the determination of a quorum of the directors, the disclosed adverse interest of a director shall not disqualify the director from being included in the number of directors present to establish a quorum. However, the vote of a director with a disclosed adverse interest will not be considered in determining the number of votes present that are necessary to establish a majority of votes.

**Section 5. Regular Meeting.** The outgoing Board of Directors will continue to meet and carry on the business of the organization for up to three months after the election at the Annual Meeting of the new or incoming Board of Directors in order to finalize and close out the books of the organization for the preceding year. The incoming Board of Directors may shadow the outgoing Board of Directors at the discretion of the outgoing Board of Directors during the up to three month period of time that the outgoing Board of Directors is closing out the books of the organization. The incoming Board of Directors will then meet upon assuming office no later than three months after the Annual Meeting to assume responsibility for the management and operation of the organization, the appointment of new committee chairpersons as necessary and for transacting such other business as may be deemed appropriate. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

**Section 6. Special Meeting.** Special meetings may be requested by the President, Vice-President, Secretary, or any two directors by providing five days' written notice by electronic or ordinary United States mail, effective when transmitted or mailed. Minutes of the meeting shall be sent to the Board of Directors prior to or at the next Board of Directors meeting.

**Section 7. Procedures.** The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

**Section 8. Informal Action.** Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

**Section 9. Removal / Vacancies.** A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

**Section 10. Committees.** To the extent permitted by law, the Board of Directors may appoint individuals to a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

### **ARTICLE III OFFICERS**

**Section 1. Number of Officers.** The officers of the organization shall be at least a President, a Treasurer, and a Secretary. A Vice President may also be included as an officer of the organization at the discretion of the then Board of Directors. Two or more offices may be held by one person. The President may not serve concurrently as a Vice President. The chain of succession to the President shall be the Vice President, Secretary and Treasurer/CFO.

- a. **President/Chairman.** The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board.

- b. Vice President.** The Vice President shall be the second in charge of the organization and shall assist the President and in the absence of the President the Vice President shall preside at all meetings of the Board of Directors and its Executive Committee, if such committee is created by the Board. In the absence of the Secretary, the Vice President shall maintain the minutes of the Board of Directors' meetings.
- c. Secretary.** The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the directors, maintain the organization's documents and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.
- d. Treasurer/CFO.** The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee.

**Section 2. Election and Term of Office.** The officers shall be elected annually by the Board of Directors at the Annual Meeting of the Board of Directors and the new or incoming Officers will take office within three months of the Annual Meeting as established by the then existing and outgoing Board of Directors. Each officer shall serve a one year term or until a successor has been elected and qualified.

**Section 3. Removal or Vacancy.** The Board of Directors shall have the power to remove an officer or agent of the organization. Any vacancy that occurs for any reason may be filled by the Board of Directors.

#### **ARTICLE IV CORPORATE SEAL, EXECUTION OF INSTRUMENTS**

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the President or Vice-President and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

#### **ARTICLE V AMENDMENT TO BYLAWS**

The bylaws may be amended, altered, or repealed by the Board of Directors by a two-thirds majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.

## ARTICLE VI INDEMNIFICATION

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights).

## ARTICLE VII DISSOLUTION

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

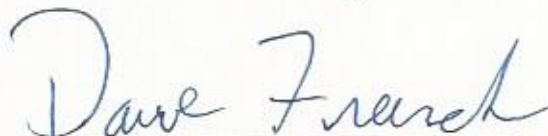
All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to a charitable and educational organization(s), organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

### Certification

Michael Pape, President of East Ridge Face Off Club, and Dave French, Secretary of East Ridge Face Off Club certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on December 15, 2014.

I certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on December 15, 2014.

  
Michael Pape, President

  
Dave French, Secretary