

Edina Athletic Booster Club

By-Laws

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ARTICLE 1.0 OFFICE & CORPORATE SEAL

Section 1.01 Registered Office.

The registered office of this corporation shall be located in Edina, Minnesota and shall be that location set forth in the Articles of Incorporation or in the most recent amendment of the Articles of Incorporation, or in the most recent statement filled with the Secretary of State of Minnesota changing the registered office.

Section 1.02 Other Offices.

This corporation may have such other offices, within the State of Minnesota, as the Board of Directors may from time to time determine.

Section 1.0.3 Corporate Seal.

This corporation shall have no corporate seal.

ARTICLE 2.0 MEMBERS

Section 2.01 Members.

This corporation shall not have voting members, but the Board of Directors may establish criteria for designation of non-voting members, who shall have such rights and privileges as may be determined from time to time by the Board of Directors.

ARTICLE 3.0 BOARD OF DIRECTORS

Section 3.01 General Powers.

The property, business and affairs of this corporation shall be managed by or under the direction of the Board of Directors.

Section 3.02 Number, Qualifications, Term of Office and Election.

The Board of Directors shall consist of the President, the Vice President, the Treasurer, the Secretary, the immediate Past President and additional individuals designated by the Board of Directors from time to time. Single and married individuals may serve as directors. A roster of Directors shall be kept by the Board secretary and published to all members of the EABC. Only those individuals rostered as directors by the Board Secretary shall have Board of Director voting rights. Directors must meet the criteria established for EABC patron membership. A majority of the directors must be adults. In addition, the Edina High School Athletic Director or an Edina school administrator as designated by the principal shall serve ex-officio as a non-voting member of the Board of Directors. A nominating committee chaired by the Board Vice-President shall identify, solicit, and nominate candidates to serve as directors. Each director shall hold office for a term of three (3) years, coinciding with the corporation's fiscal year except in the case of death, resignation, or removal of the director. At each annual meeting, the Board of

Directors shall elect the directors for the following year. Each director is expected to fully support the mission and purpose of the corporation, regularly attend meetings of the Board of Directors, and serve as a member of a standing committee. Regular attendance means attending at least two-thirds of the regular meetings of the Board.

Section 3.03 Resignation.

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

Section 3.04 Removal of Directors.

A director may be removed at any time, with or without cause, by the affirmative vote of three-fourths (3/4) of the directors currently holding office.

Section 3.05 Vacancies.

Any vacancy in the Board of Directors caused by death, resignation, removal, an increase in the number of directors, or any other cause, shall be filled by the Executive Committee, and the term of the director filling the vacancy shall expire at the end of the term the director is filling.

Section 3.06 Place of Meetings: Electronic Communications

The Board of Directors may hold its meetings at such place or places, within the State of Minnesota, as it may from time to time determine. If the Board of Directors fails to select a place for a meeting, it shall be held at the registered office. One or more directors may participate in a meeting by any means of communication through which all directors participating in the meeting may simultaneously hear each other during the meeting.

Section 3.07 Annual Meeting.

The annual meeting of the Board of Directors shall be held each year, at such time and place as the Board may determine, for the purpose of electing directors and officers and for the transaction of such other business as shall come before the meeting.

Section 3.08 Regular Meetings.

Regular meetings of the Board of Directors shall be held from time to time, at such times and places as the Board may determine. Any director may place an item on the agenda of a regular meeting by delivering the specific item and the specific wording of any proposal, in writing to the Secretary not less than five (5) days prior to the meeting.

Section 3.09 Special Meeting: Notice.

Special meetings of the Board of Directors shall be held whenever called by the President, Vice President, Secretary or Treasurer. Any such officer shall call a special meeting promptly upon receipt of a signed petition for such a meeting received from at least 25 percent of the directors. Notice of a special meeting shall be accomplished by email at least ten (10) days before the day on which the meeting is to be held. The notice shall state the time, place, and purposes of the meeting. The business to be transacted at the meeting shall be limited to the purposes stated in the notice. Notice of a meeting of the Board shall be a legal meeting without any notice thereof having been given, if all of the directors shall participate therein or waive such notice in writing before, at, or after such meeting.

Section 3.10 Quorum: Voting.

Except as otherwise provided by statute or by these Bylaws, the quorum required for the transaction of business at any meeting shall be at least 15 directors, provided that three of said directors are members of the Executive Committee. Except as otherwise provided by law, these Bylaws, or the Board of Directors, Robert's Rules of Order shall govern proceedings at meetings of the Board of Directors. Any director may demand a vote by ballot on any question. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum is present. Notice of any adjourned meeting need not be given, other than by announcement at the meeting at which adjournment is taken. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of directors originally present leaves less than the number otherwise required for a quorum; provided, however, that the affirmative vote of the required quorum is required to take any action other than adjournment. Motions require a majority vote for approval.

Section 3.11 Proxy Voting.

Proxy voting shall not be permitted.

Section 3.12 Action Without Meeting.

Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in a written document signed by all of the directors.

Section 3.13 Conflicts of Interest.

Except as permitted by law, with respect to any contract or other transaction between this corporation and any director (or an organization in which a director is a director, officer, or legal representative or has a material financial interest): (a) the material facts as to such contract or transaction and as to the director's interest must be fully disclosed or known to the Board of Directors prior to approval of such contract or transaction; (b) such approval shall require the affirmative vote of a majority of the directors, not counting any vote that the interested director otherwise might have; and (c) the interested director shall not be counted in determining the presence of a quorum.

Section 3.14 Compensation.

Directors shall serve without compensation, but they may be reimbursed for the expenses.

ARTICLE 4.0 OFFICERS

Section 4.01 Number and Qualifications: Compensation.

The officers of this corporation shall be a President, a Vice President, a Treasurer, a Secretary, Past President and other such officers as may be elected by the Board of Directors. Officers shall be natural persons. Officers shall serve without compensation, but they may be reimbursed for expenses.

Section 4.02 Election and Term of Office.

Officers shall be elected annually by the Board of Directors for terms coinciding with the corporation's fiscal year, and except in the case of officers appointed in accordance with provisions of Section 4.10, each shall hold office until the next annual election of officers and until a successor is elected and qualified, or until the earlier death, resignation, or removal of the officer. Normally an individual shall not hold the same office of President, Vice President, Treasurer, or Secretary consecutively for more than three (3) years.

Section 4.03 Resignations.

An officer may resign by giving written notice to the corporation. The resignation is effective without acceptance when the notice is given to the corporation, unless a later effective date is named in the notice.

Section 4.04 Removal.

An officer may be removed, with or without cause, by a resolution adopted by at least three-fourths (3/4) of the directors.

Section 4.05 Vacancies.

A vacancy in an office because of death, resignation, removal, or any other cause shall be filled by the Board of Directors for the unexpired part of the term.

Section 4.06 President.

The President shall: (a) have general active management of the business of the corporation; (b) when present, preside at meetings of the Board of Directors; (c) see that orders and resolutions of the Board of

Directors are carried into effect; (d) sign and deliver in the name of the corporation deeds, mortgages, bonds, contracts, or other instruments, pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation or Bylaws or by the Board of Directors to another officer or agent of the corporation; (e) act as a liaison with the Edina High School Athletic Director, and (f) perform such other duties as may from time to time be prescribed by the Board of Directors.

Section 4.07 Vice President.

In the event of absence or disability of the President, the Vice President shall succeed to the powers and duties of the President. The Vice President shall have such powers and shall perform such duties as may from time to time be prescribed by the Board of Directors or by the President.

Section 4.08 Treasurer.

The Treasurer shall; (a) keep accurate financial records for the corporation; (b) deposit money, drafts, and checks in the name of and to the credit of the corporation in the banks and depositories designated by the Board of Directors; (c) endorse for the deposit notes, checks, and drafts, received by the corporation as ordered by the Board of Directors, making proper vouches for the deposit; (d) disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the Board of Directors; (e) upon request, provide the President and the Board of Directors an account of transactions by the Treasurer and of the financial condition of the corporation; (f) report to the Board of Directors monthly on the current financial condition of the corporation; (g) prepare annually and present to the Board of Directors a proposed budget for the following year; and (h) perform such other duties as may from time to time be prescribed by the Board of Directors or by the President.

Section 4.09 Secretary.

The Secretary shall; (a) maintain records of and, when necessary, certify proceedings of the Board of Directors; (b) when directed to do so, give proper notice of meetings of the Board of Directors; and (c) perform such duties as may from time to time be prescribed by the Board of Directors.

Section 4.10 Past President.

The Past President shall Chair the Major Expenditure Committee and work on special projects as the executive committee may identify.

Section 4.11 Delegation.

Unless prohibited by a resolution adopted by the Board of Directors, an officer may, without the approval of the Board of Directors, delegate some or all the duties and powers of an office to other persons.

ARTICLE 5.0 GENERAL INFORMATION AND GUIDELINES

Section 5.1 Adoption of guidelines for day-to-day operations.

The Board of Directors may adopt, by vote of the Board, General Information and Guidelines for the day-to-day operations of the EABC.