

**BYLAWS OF
TITAN TOUCHDOWN CLUB, INC.
NONPROFIT PURPOSES**

**ARTICLE I
CORPORATE OBJECTIVES**

The specific objectives of this Corporation in carrying out its purpose as stated in the Articles of Incorporation shall be to support, financially and otherwise, the Tartan High School (located in Oakdale, Minnesota) football program in its efforts to develop the athletic, social and academic growth of the program's participants.

**ARTICLE 2
MEMBERS**

Section 1. Classes of Members. The membership of the Corporation shall consist of a single class of members. No Member shall hold more than one membership in the Corporation. All memberships shall have the same rights, privileges, restrictions and conditions. There is no limit on the number of Members the Corporation may admit.

Section 2. Membership Rights/Term of Membership. Members are entitled to vote and have equal rights and preferences in matters not otherwise provided for by the Board. The term of membership shall expire with the close of the Corporation's fiscal year.

Section 3. Fees and Dues. Annual dues payable to the Corporation, or any service requirements in lieu of dues, shall be established from year to year by the Board of Directors.

Section 4. Nonliability of Members. A Member of this Corporation shall not be personally liable of the debts, liabilities or obligations of the Corporation.

Section 5. Nontransferability of Memberships. No Member may transfer a membership or any right arising therefrom.

Section 6. Member Meetings. Member meetings shall be held as follows:

Section 6.1. Regular Meeting of Members. Regular meetings of Members shall be held at least monthly between May and November, on such date and at such time as the Chairman of Board of Directors shall determine. The Board of Directors may determine that a regular meeting of the Members shall be held solely by means of remote communication.

Section 6.2. Member's Right to Call Meetings. If a regular meeting of Members has not been held during the preceding seven (7) months, at least five (5) Members or twenty-five percent (10%) of the Members, whichever is less, may demand a regular meeting of the Members by written notice given to the President or Secretary of the Corporation. Within thirty (3) days after receipt of

the demand, the Board shall cause a regular meeting of Members to be called and held not later than sixty (60) days after receipt of the demand.

Section 7. Quorum. Unless otherwise provided by law or by these Bylaws, a Quorum for a meeting of the Members is a majority of the Members.

Section 8. 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 9. Voting Rights. All Members shall be entitled to one vote on any matter properly presented to the Members. Voting by proxy shall be permitted.

Section 10. 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, or consented to by authenticated electronic communication, by all of the Members entitled to vote. The written action is effective when it has been signed, or consented to by authenticated electronic communication, by all Members, unless a different effective time is provided in the written action.

Section 11. Action by Written Ballot. An action that may be taken at 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.

Section 12. Resignation of Members. A Member may resign at any time. The resignation of a Member does not release the Member from any obligations the Member may have to the Corporation for dues, assessments, fees or charges for goods and services.

Section 13. Termination of Membership. Membership shall terminate at the end of the fiscal year.

ARTICLE 3 BOARD OF DIRECTORS

Section 1. General Powers; Designation. The business and charitable affairs of the Corporation shall be managed by or under the direction of a Board of Directors elected by the affirmative vote of a majority of the Members present at a duly held meetings. The Board of Directors shall have primary responsibility for overseeing the

activities of this Corporation; engaging in the long-range planning of this Corporation; and approving the annual budget for this Corporation.

Section 2. Number of Directors. The Board of Directors shall consist of three (3) individuals, or such other number as shall be established from time to time by resolution of the Board of Directors. The President, Vice President, Secretary, Treasurer and head varsity football coach at Tartan High School shall be members of the Board *ex officio*.

Section 3. Terms of Directors. Directors shall serve through the end of the fiscal year of their election and until their successors are elected.

Section 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 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 6. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed, or consented to by authenticated electronic communication as permitted by the Minnesota Nonprofit Corporation Act, 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, or consented to by authenticated electronic communication, by the required number of Directors, unless a different effective date is provided in the written action. When written action is taken by less 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. As used in these Bylaws, the term “authenticated electronic communication” means any form of communication, not directly involving the physical transmission of paper, that

(1) creates a record that may be retained, retrieved and reviewed by the recipient of the communication;

(2) may be directly reproduced in paper form by the recipient through an automated process;

(3) is delivered to the Corporation’s principal place of business or to an officer or agent of the Corporation authorized by the Corporation to receive the communication, and;

(4) sets forth information from which the Corporation can reasonably conclude the communication was sent by the purported sender.

Section 7. Regular Meetings/Annual Meeting. The Board of Directors shall have regular meetings at such places and times as it shall establish by resolution. The annual meeting of the Board of Directors shall be at such time and place as may be designated by resolution of the Board of Directors.

Section 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 of the meeting. The President shall set the date of the special meeting within three (3) working days of making or receiving such a request and shall give not less than five (5) nor more than thirty (30) days written notice of the time, place and purpose of such special meeting.

Section 9. 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. No Director may resign if the Corporation would then be left without a duly elected Director in charge of its affairs.

Section 10. 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 less 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 11. 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 12. Proxies. Neither a Director nor a committee member shall appoint a proxy for himself or herself, nor shall he or she vote by proxy.

Section 13. Committees. The Board of Directors may establish or eliminate one or more committees having the authority of the Board in the management of the business of the Corporation to the extent determined by the Board of Directors.

Section 14. Place of Meetings. The Board of Directors or any committee thereof may hold their meetings at such places as a majority of the Directors then in office may from time to time appoint. Upon failure to appoint any other place, such meeting shall be held at Tartan High School.

Section 16. Notice of Meetings. Whenever under the provisions of these Bylaws notice is required to be given to any Director or other person, it shall be construed to require personal notice, but such notice may be given:

- (1) When mailed to the Director or other person at an address designated as the last known address of the Director or person or at the address of the Director or person in the corporate records;
- (2) when communicated to the Director or other person orally;
- (3) when handed to the Director or other person;
- (4) when left at the office of the Director or other person with a clerk or other person in charge of the office, or if there is not one in charge, when left in a conspicuous place in the office;
- (5) if the office of the Director or other person is closed or if there is no office, when left at the dwelling or usual place of abode of the

Director or other person with a person of suitable age and discretion residing in the house;

(6) when communicated to the Director or other person by facsimile, e-mail, or other electronic means, at a facsimile number or e-mail address designated by the Director or other person; or

(7) 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 17. 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 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 18. Payment of Directors. Directors shall not be compensated for their duties as Directors but may be reimbursed for reasonable expenses incurred on behalf of the Corporation.

ARTICLE 4 **OFFICERS**

Section 1. Officers. The officers of the Corporation shall be President, Vice President, Secretary, Treasurer, and such other officers as the Board of Directors may, from time to time, appoint from existing Members. Each of these four offices must be held by different individuals, except the offices of Secretary and Treasurer may be held by the same person.

Section 2 Duties of Officers. The duties of the officers shall be:

Section 2.1 President. The President shall preside at all meeting of the Board of Directors and shall oversee the long term goals and purposes of the Corporation. The President shall be an ex officio member of all committees and coordinate the work of the officers and committees. The President shall be the chief executive officer of the Corporation, shall be responsible for the day to day operations of the Corporation, and shall have all of the powers and duties normally belonging to the President, Chief Executive Officer, or Executive Director of a Minnesota Nonprofit Corporation. The President shall co-sign all checks for expenditures in excess of two thousand five hundred dollars (\$2,500.00). He or she shall also perform such other duties as may be determined from time to time by the Board of Directors.

Section 2.2 Vice-President. The Vice President shall perform such duties as may be determined from time to time by the President or Board of Directors.

The Vice President shall lead the operations and marketing efforts, including coordinating advertising and relations with sponsors. The Vice President shall lead the efforts in retention of existing Members and the recruitment of new Members. 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 2.3 Secretary. The Secretary or his or her assignee shall attend all meetings of the Board of Directors and all meeting of Members; shall record and post the minutes such meetings; give notice of meetings; prepare any necessary certified copies of corporate records; maintain the articles, bylaws and membership list; and perform such other duties as may be determined from time to time by the Board of Directors.

Section 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. The Treasurer shall keep full and accurate account of all receipts and expenditures, make financial information available at every regular meeting and at other times upon request of the Board or President, maintain books of accounts and records, and complete the appropriate annual financial reports and filings to the IRS and Minnesota Department of Revenue. The Treasurer shall submit an annual accounting to the Board for examination. The Treasurer shall perform such other duties as may be determined from time to time by the President or Board of Directors.

Section 3. Election; Term of Office. The Members shall elect the President, Vice President, Secretary and Treasurer from within its number. Officers shall hold office through the close of the fiscal year of their election and until their successors are elected.

Section 4. Resignation; Removal; Vacancies. An officer or agent may resign at any time by giving written notice to the Corporation. The resignation is effective without acceptance when it is given to the Corporation, unless the resignation specifies a later effective date. An officer may be removed at any time, with or without cause, by the Board. The removal is without prejudice to any contract rights the officer may have. A vacancy in an office because of death, resignation, removal, disqualification, or other cause may, and in the case of a vacancy in the office of President or Treasurer, must be filled by the Board of Directors for the unexpired portion of the term.

Section 5 Officers as Members of the Board of Directors. The President, Vice President, Secretary and Treasurer shall be members of the Board of Directors. All other officers may but need not be members of the Board of Directors.

Section 6. Resignation of Officers. An officer may resign at any time by giving written notice of the resignation to the Secretary of the Corporation. The resignation is effective without acceptance when notice is given to the Corporation, unless a later effective date is named in the notice.

Section 7. Removal of Officers. Any officer appointed by the Board of Directors 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

**ARTICLE 5
FINANCE**

Section 1. Receipt of Gifts. 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 2.. Deposit of Funds. 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 3. Access to Corporate Assets. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and whenever the amount is in excess of two thousand five hundred dollars (\$2,500.00) countersigned by the President of the Corporation.

Section 4. Title to Property. Title to all property shall be held in the name of the Corporation.

Section 5. Annual Budget. The annual budget of estimated income, expense and capital expenditures shall be approved by the Board of Directors.

Section 6. Treasurer's 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.

**ARTICLE 6
IRC 501 (c)(3) TAX EXEMPTION PROVISIONS**

Section 1. Distribution of Assets. Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 2. Private Foundation Requirements and Restrictions. In any taxable year in which this Corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

**ARTICLE 7
MISCELLANEOUS**

Section 1. Corporate Seal. The Corporation shall not have a corporate seal.

Section 2. Fiscal Year. The Corporation's fiscal year shall end November 30.

Section 3. Indemnification.

Section 3.1 In General. Subject to Section 7.3.2 hereof, the Corporation shall indemnify and make advances to each person who is or was a Director, officer, employee of the Corporation or a Member, to the full extent mandated by, and in accordance with, Section 317A.521 of the Minnesota Nonprofit Corporation Act, without prohibitions, limitations or conditions other than those set forth in said Sections 317A.521.

Section 3.2 Limitation on Indemnification. Indemnification pursuant to Section 7.3.1 hereof shall be for the sole and exclusive benefit of the person expressly identified therein, and no other person, Corporation, or legal entity of whatever nature shall have any rights thereunder by way of voluntary or involuntary assignment, subrogation or otherwise.

Section 4. Amendment of Bylaws. Subject to the power of the Members of this Corporation to adopt, amend or repeal the bylaws and except as may otherwise be specified under provisions of law, these bylaws, or any of them, may be amended at any time and from time to time by the affirmative vote of a majority of the Directors who are present at a duly held meeting, provided that written notice of the meeting and of the proposed amendment shall be given to each Director not less 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. Notwithstanding any other provision of these Bylaws, the Board of Directors may not adopt, amend, or repeal a Bylaw fixing a quorum for meetings of Members, prescribing procedures for removing Directors or filling vacancies in the Board, or fixing the number of Directors or their classifications, qualification, or terms of office, but may adopt or amend a bylaw to increase the number of Directors. A Bylaw amendment to increase or decrease the vote required for Member actions must be approved by the Members.