

THE LIONS' FOOTBALL BOOSTERS BY-LAWS

(Revision IV, January 2023)

I. NAME

The name of this non-profit corporation is: "The Lions' Football Boosters, Inc.", hereinafter known as the "Corporation".

II. OBJECTIVES & FUNCTIONS

The purposes for which this organization was formed: To promote, aid, and provide financial contributions to the Lions' Football Program (the "Program"). This organization was formed exclusively for charitable and educational purposes. No part of the earnings of this Corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered.

III. MEMBERSHIP

- A. Anyone interested in aiding, improving, and supporting the Corporation is eligible for membership.
- B. Voting members consist of all members in good standing with the Corporation.
- C. A member in good standing is a member who is current on the annual membership dues as set by the Board at its discretion and who represents the Corporation and Program with sportsmanship, courtesy, and respect at meetings, activities, and games. All membership dues are non-refundable.
- D. Membership will terminate as of May 30th, following the Program season for which membership dues were last paid.

IV. BOARD OF DIRECTORS

The affairs of the Corporation will be managed by the Board of Directors, which will consist of a minimum of seven (7) and no more than Twelve (12) Directors.

V. ELECTION & REMOVAL OF BOARD OF DIRECTORS

- A. Nominating procedures are as follows:
 - 1. The Board of Directors shall be elected by the then-current Board of Directors by nomination and election and shall serve for two (2) year terms.
 - 2. All Directors must be members of good standing, as defined above, at the time of election and remain so during the term of office.

3. Only one member per household may be a Director. Spouses may serve as non-voting subcommittee members.
- B. Election procedures will be as follows:
1. A request for nominations will take place before January.
 2. Voting will take place at the January Board meeting by the then-current Directors entitled to vote.
 3. The installation of Directors will be no later than the February meeting.
 4. The method of election will be via secret ballot vote submitted by U.S. Mail, electronic polling, email returned to the Secretary, or any other means as determined at the discretion of the Board.
 5. The number of votes required for election will be a simple majority of those who place votes.
- C. The Board of Directors may remove, by a majority of Directors entitled to vote, a Director for willful misconduct which shall include but is not limited to: violations of these By-Laws or other Corporation policies and procedures, and not acting in the best interest of the Corporation.

VI. ELECTION OF OFFICERS

- A. Only a person then serving as a Director may be elected as an officer of the Corporation. The officers of the Corporation shall be elected by the Directors. Any officer may at any time be removed by the majority vote of the Directors with or without cause. The same person may hold more than one office at the same time.
- B. The number and titles of the Board of Directors will be:
1. **President:** The President shall be the principal executive officer of the Corporation and shall supervise and control all of the business affairs of the Corporation, including such duties as communication between the Corporation and the current Head Coach and Athletic Director, signing and authorizing all instruments which the Board authorizes to be executed, and in general shall perform all duties required of the office of President. The President will hold this position for a one (1) year term.
 2. **Vice President:** The Vice President will perform duties that may be assigned by the President or the Board of Directors. The Vice President will hold this position for a one (1) year term.
 3. **Secretary:** The Secretary shall keep the minutes of any and all meetings of the organization, see that all notices are duly given in accordance with these by-laws, be the custodian of the records of the Corporation, and in general perform all duties incident to the Office of Secretary. The Secretary will hold this position for a one (1) year term.

4. **Treasurer:** The Treasurer shall maintain financial records, have charge and custody of and be responsible for all funds and/or securities of the Corporation, receive and give receipts for money due and payable to the Corporation, deposit all such monies in the name of the Corporation in such depositories as selected by the Board of Directors, and in general perform all duties incident to the office of Treasurer. The Treasurer will hold this position for a one (1) year term.
5. **Head Coach:** The Program head coach will serve as a non-voting ex officio member of the board.

VII. MEETINGS

- A. Regularly Scheduled Meetings: Meetings of the Board shall be held monthly at a time and place convenient for the majority of the Directors.
- B. Provisions for Special Meetings: Special meetings may be called by the Board with a majority vote. All Directors must be given verbal or written notice forty-eight (48) hours in advance of such meetings.
- C. Communication among the full membership shall be via electronic means, unless the Secretary has received a written request for a meeting of the full membership signed by at least three members.
- D. Directors and Officers Not Liable: No Director or officer of the Corporation, as such, shall have personal liability to any extent for the acts, debts, liabilities or obligations of the Corporation, and each Director and officer shall be indemnified by the Corporation in accordance with, and to the fullest extent permitted by, Minnesota Statutes Section 317A.521, as it may be amended from time to time.
- E. No Compensation: No Director of the Corporation shall receive any compensation for his or her service as a Director of the Corporation.

VIII. COMMITTEES

- A. Standing Committees will be appointed by the Board.
- B. Special Committees will be established by the Board as needed.
- C. Committee reports will be a regular part of the order of business in each monthly meeting.

IX. QUORUM AND VOTING

- A. Quorum: A majority of the Directors entitled to vote must be present to conduct business at any regular scheduled or special meeting.
- B. Voting: The number of votes needed for passage of any Board action will be a simple majority.

X. CONTRACTS AND MONIES

- A. Any fundraising events must first be presented to and approved by the Board of Directors.

- B. The Board of Directors may authorize any officer of the corporation to enter into contract(s) on behalf of the corporation pending final approval by the Board.
- C. The Board of Directors must approve expenditures exceeding \$250.00 by a majority vote.
- D. Conflict of Interest: No Director of the Corporation shall be awarded a business contract by the Board.
- E. All funds raised by the Corporation must be accounted for and deposited in the general account within fourteen (14) days following the fundraising event or immediately following the next scheduled meeting, whichever is earliest.
- F. Gift expenditures should not exceed \$100.00 for any gift for each member of the coaching staff per year. The amount allocated for a gift to each player shall be no more than \$75.00 per player per year.
- G. Flower expenditures may not exceed \$75.00 per order. Flowers will be sent for such occasion upon request of the head football coach, or by majority vote of the Officers of the Corporation.
- H. All money raised by the Corporation in a year's time does not belong to any one class of that year. It belongs to all members and classes and is to be used to enhance the Program for any current year and in the years to come.
- I. The fiscal year of the Corporation shall be the calendar year beginning on January 1. The forwarding balance in the general Lions' Football Boosters account at the end of the fiscal year shall be a minimum of \$2,500.00.
- J. Within 45 days of the calendar year end, a review of the financial records shall be performed by the officers.

XI. PROCEDURES AND AMENDING BYLAWS

Any potential changes to these By-Laws will be reviewed as needed at regularly scheduled Board of Directors meetings. A vote of 3/4 of the Directors entitled to vote is required to change these By-Laws.

XII. FOOTBALL PROGRAM INVOLVEMENT

The Corporation's sole involvement in the Program will be to help provide the opportunity to enhance the football program this year and years to come. The Corporation will have no influence on game-planning, hiring and firing, and other issues that should be decided by coaching staff and administrators.

The undersigned, as the incorporators of the Corporation, acting under and pursuant to Minnesota Statutes Section 317A.171, does hereby adopt these By-Laws effective as of the 23rd day of August, 2012.

By-Laws revised and adopted on the 16th day of May, 2013.

By-Laws revised on the 27th day of February, 2018.

By-Laws revised and adopted on the 8th day of December, 2022.

By-Laws revised and adopted on the 28th day of January, 2023