

Armstrong Falcons Touchdown Club Bylaws

Article I - Name and Purpose

Section 1 - Name: The name of the organization shall be the Armstrong Falcons Touchdown Club. It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

Section 2 - Purpose: The Armstrong Falcons Touchdown Club is organized exclusively for charitable, scientific and educational purposes. The Club supports the development of the Armstrong Falcons student-athletes and the coaching staff through volunteering, fundraising activities and financial contributions.

Section 3 - Registered Office: The registered office location shall be as provided in the Articles of Incorporation, and the Corporation may have such other offices as the Club shall from time to time determine.

Article II - Membership

Section 1 - Membership: Voting members shall be the Board of Directors, parents/guardians of current football team members, and football alumni plus parents/guardians of football alumni. The football coaches shall be non-voting advisory members of the Touchdown Club.

Article III – General Meetings

Section 1 - Regular meetings: Regular meetings of the Club may be held at such place and time as shall be designated by the standing resolution of the Club.

Section 2 - Special meetings: Special meetings may be called by the President, the Executive Committee, or a simple majority of the Board of Directors.

Section 3 - Notice of meetings: Written notice of all meetings shall be provided to each member by the beginning of the season calendar (electronic notification is acceptable).

Article IV - Board of Directors

Section 1 - Board Role, Size and Compensation: The business of the organization shall be managed by the Board of Directors, comprised of no fewer than three (3) and no more than seven (7) board members. The Directors are responsible for maintaining the overall policy and direction of the organization. Appointed committees and volunteers are relied upon to carry out activities and events. Directors shall receive no compensation for their service to the Club other than reasonable expenses.

Section 2 - Terms: All Directors shall serve one-year terms and are eligible for re-election.

Section 3 - Meetings and Notice: The Directors shall meet at least 5 times per year at an agreed upon time and location. An official board meeting requires that each board member receive written notice at least one week in advance (electronic notification is acceptable).

Section 4 - Board elections: During the last quarter of each fiscal year, the voting membership (including the Board of Directors) shall elect Directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the Club.

Section 5 - Election procedures: New directors shall be elected by a majority of the voting members (including the Board of Directors) present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

Section 6 - Quorum: At least three (3) Board members must be present before business can be transacted or motions made or passed. All members present when a motion is made can vote on its passage. A quorum may be represented in-person or electronically. A record shall be maintained of participating board members.

Section 7 – Board Member Officers and Duties:

The *President* shall convene regularly scheduled meetings and shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-President, Secretary and Treasurer. The president shall direct and oversee organizational activities and maintain direct communication with Athletic Director.

The *Vice-President* will chair committees on special subjects. In addition, the Vice-President will facilitate meetings in the absence of the President.

The *Secretary* shall be responsible for keeping records of Club actions, including overseeing of taking of minutes at all Club meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Club member, and assuring that Club records are maintained. Manages communications, monitors email account and distributes incoming emails as necessary. Oversees electronic media: website, Facebook, Twitter, Shutterfly (volunteer may manage).

The *Treasurer* oversees the Club's finances and shall make a finance report at each Club meeting. The Treasurer shall chair the Finance Committee, assist in the preparation of a budget, help develop fundraising plans and make financial information available to Club members.

The *Three (3) At-Large Positions* will oversee a variety of duties deemed necessary by the Board including, but not limited to:

- Recruit or serve as "Event Chairpersons" for events and committees such as: basketball tournaments pizza sales, pre-game meals, fan day, etc.
- Ensure all events have the needed volunteers scheduled. Help recruit volunteers as necessary.

- Oversee/serve as contact to ensure concession stands are maintained, stocked, and supplied for all events.
- Other duties as needed

Section 8 - Vacancies: In the event of a vacancy on the Board, the voting members (including the Board of Directors) will be asked to vote for a replacement. If there is an immediate need for a vote, electronic voting is acceptable.

Section 9 - Resignation, termination, and absences: Any Director may resign at any time by giving notice to the organization. Any Director may be removed from office without assigning any cause by the vote of the voting members.

Section 10 - Special meetings: Special meetings of the Board shall be called upon the request of the President, or simple majority of the Board. If there is an immediate need for a vote, electronic voting is acceptable.

Section 11 - Electronic voting: If electronic voting is used, the email communication shall be clearly identified as a request for vote, shall contain a clear description, shall be addressed to all directors, and shall have a stated deadline. A non-vote equivalency shall also indicate an affirmative vote. A written record of vote outcome shall be maintained by the secretary.

Article V - Committees

Section 1 - Committee Formation: The Board may create committees as needed, such as fundraising, public relations and program committees. The President shall appoint all committee chairs.

NO committee shall have any power to fill vacancies on the Board of Directors; adopt, amend or repeal the bylaws; amend or repeal any resolution of the Touchdown Club, or act on matters committed by the bylaws or resolution of the Touchdown Club to another committee of the Touchdown Club.

Section 2 - Executive Committee: The Executive Committee will be comprised of the elected officers. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have the power and the authority of the Board of Directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 3 - Finance Committee: The Treasurer shall be the chair of the Finance Committee, which includes three other members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual audit with the Board of Directors. The voting members (including the Board of Directors) must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board. The fiscal year shall be the calendar year. The financial record of the organization is public information and shall be made available to voting members (including the Board of Directors) and the public upon request. Annual financial reporting, as required by the Governing Body, shall be submitted in accordance with deadline requirements.

Article VI - Amendments

Section 1 - Amendments: These bylaws may be amended when deemed necessary by a simple majority vote of the voting membership (including the Board of Directors). Proposed amendments must be submitted to the President and sent along with regular club meeting notices.

Certification

These bylaws were approved at a meeting of the voting members (including the Board of Directors) by a simple majority vote on Tuesday, November 13, 2018.

Secretary: Michael J. Morville Date: 12-11-18
Board President: Mark B. [Signature] Date: 12-11-18