

# **Armstrong Falcons Touchdown Club Bylaws**

## **I. Name and Purpose**

- A. 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.
- B. 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.
- C. 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.
- D. Fiscal Year:** The fiscal year will be defined as January 1 through December 31.

## **II. Membership**

- A. General Membership:** The membership of the Booster Club is open to Armstrong Football high school player parents or guardians, Armstrong Youth Football player parents or guardians, Armstrong Football high school coaches, Armstrong Youth Football coaches, and Armstrong alumni players and parents. Deviation from the above must be requested in writing and approved by a majority vote of the Board.

## **III. General Meetings**

- A. 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.

- B. **Special meetings:** Special meetings may be called by the President, the Executive Committee, or a simple majority of the Board of Directors.
- C. **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).

## IV. **Organizational Structure**

### A. **Board of Directors**

1. **President:** Will schedule and communicate monthly meetings, manage the monthly agenda, direct and oversee organizational activities and maintain direct communication with head varsity coach and Athletic Director.
  2. **Vice President** - Will perform duties as assigned by the President and preside over meetings in the President's absence, and may chair committees on special subjects.
  3. **Secretary:** Will be responsible for keeping records of Club actions, including taking monthly meeting minutes and publish within 24 hours and ensure all permanent records are recorded and maintained in Booster Club google drive.
  4. **Treasurer:** Chairperson of the Finance Committee. Will oversee the Club's finances, provide monthly financial updates, prepare the annual budget proposal, complete the annual tax filing, complete the annual SOS and attorney general renewal, and any other annual renewals.
  5. **Varsity Head Coach:** Will provide input for coaching staff and team needs.
  6. **At-Large Positions:** Four (4) At-Large positions will oversee a variety of duties deemed necessary by the board including, but not limited to: concessions, communications, sponsorship, pre-game meals, events, etc. The Director of Armstrong Youth Football will fill one At-Large position.
- B. **Committees:** The Board may create committees as needed, such as fundraising, concessions, youth football, golf tournament, communications, pre-game meals, etc. 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.

1. **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.
2. **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 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.
3. **Other Committees:** The Board or President may appoint other committees as they deem appropriate for the conduct of the Club.

## V. **Board of Directors**

- A. **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 eight (8) 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.
- B. **Terms:** All Directors shall serve one-year terms and are eligible for re-election.
- C. **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).

- D. **Voting:** All Board of Directors members have voting rights. All decisions are carried by a simple majority vote. General membership does not have voting rights.
- E. **Board elections:** During the last quarter of each fiscal year, the voting membership 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.
- F. **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.
- G. **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.
- H. **Vacancies:** In the event of a vacancy on the Board, the voting members will be asked to vote for a replacement. If there is an immediate need for a vote, electronic voting is acceptable.
- I. **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.
- J. **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.
- K. **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.

## VI. **Amendments**

- A. **Amendments:** These bylaws may be amended when deemed necessary by a simple majority vote of the voting membership. Proposed amendments must be submitted to the President and sent along with

regular club meeting notices.

**VII. Certification**

The Bylaws are certified when all signatures are in place.

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President

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Date

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Vice President

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Date

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Secretary

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Date