

BYLAWS

OF

ELKS QUARTERBACK CLUB

(A Minnesota Nonprofit Corporation)

Adopted: February 26, 2025

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OF
ELKS QUARTERBACK CLUB**

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ELKS QUARTERBACK CLUB**

**ARTICLE 1
OFFICES**

Section 1.1. Registered Office The Board Of Directors shall have the authority to change the registered office of the Corporation from time to time, and any such change shall be registered by the Secretary with Secretary of State of Minnesota if and as required by law.

Section 1.2. Office The Corporation may have such other offices, including its principle business office within the State of Minnesota.

**ARTICLE 2
CORPORATE SEAL**

Section 2.1. Corporate Seal The Corporation shall have no corporate seal.

**ARTICLE 3
PURPOSE**

Section 3.1 Purpose The purpose of this corporation is as set out in the Articles of Incorporation, Corporation Bylaws and Purpose Statement (provided in **Appendix A**). The Elks Quarterback Club plays an important role as an advisory group in the programs, activities, policies, and functions of the Elk River High School Football program and football as a whole in Elk River. The Elks Quarterback Club will actively raise funds to help supplement the activities of the Elk River High School Football program. The purpose of the Elks Quarterback Club is summarized as follows:

- (a) The Elks Quarterback Club will assist in the establishment of direct lines of communication between the school district, City of Elk River, Elk River Flag Football & the Elk River Youth Football Association.
- (b) The Elks Quarterback Club will develop, under its sponsorship, activities and/or classes that enhance the football curriculum and the academic performance of the students.
- (c) The Elks Quarterback Club will, along with the student body and the school staff, work at the development of meaningful, diverse, and interesting programs and activities for the players in the Elk River High School Football program.
- (d) The Elks Quarterback Club will initiate and promote those activities, which enhance a sense of "community" or oneness within the football program.
- (e) The Elks Quarterback Club Club will fund itself through club sponsored activities and individual or community donations.

ARTICLE 4

MEMBERSHIP

Section 4.1. Class: Qualifications The Articles of Incorporation provide that the Corporation has no members as defined by Minnesota Statutes Chapter 317A, as amended, supplemented or replaced.

Section 4.2. Affiliated Persons The Board of Directors may, from time to time, establish classes of persons affiliated with the Corporation. Such persons may be referred to as “members” but shall not be considered members of the Corporation within the meaning of Minnesota Statutes Chapter 317A and shall have no vote on any matter before the Corporation. The Board may establish annual “membership” programs & dues payable by persons associated or affiliated with the Corporation and such other rules pertaining to such persons as the Board may from time to time determine.

Section 4.3. Parliamentary Procedure Meetings of the Corporation shall be conducted using Robert’s Rules of Order and Mason’s, as most recently revised.

Section 4.4. Preserving Order The Corporation is authorized to preserve order at its meetings. While meetings are open to the public, no one who is noisy or unruly has a right to remain in the meeting and will be asked to stop the disturbing action or leave the meeting.

Section 4.5. Regular Meetings Regular meetings shall be held as set on an annual calendar set by the Board at the annual meeting, for the purpose of reporting on activities of the Corporation, and for the transaction of such business as may come before the meeting.

Section 4.6. Annual Meetings An annual meeting shall be held each calendar year on a date, time, and place set by the **Chief Executive Officer** for the purpose of electing officers, reporting on financial activities and for the transaction of such business as may come before the meeting.

Section 4.7. Special Meetings Special meeting of the membership for any purpose or purposes, unless otherwise prescribed by statute, may be called by the **Chief Executive Officer** at the **Chief Executive Officers’s** discretion.

Section 4.8. Place of Meeting The **Chief Executive Officer** shall designate the place of meeting for any annual, regular, or special meeting.

Section 4.9. Electronic Virtual Meeting The **Chief Executive Officer** may designate the place of meeting for any annual, regular, special or emergency meeting to be a virtual meeting via electronic device.

Section 4.10. Notice Electronic notice stating the place, day, and hour of the meeting shall be issued at least 24 hours prior to before a regular, annual, or special meeting is to take place.

Section 4.11. Quorum Fifty percent (50%) of the total number of Board of Directors of the Corporation, or a majority of the Officers, shall constitute a quorum at any regular, annual, or special meeting.

Section 4.12. Proxies At all meetings of the Board of Directors, a Board of Director member may vote by proxy, executed in writing, which will be filed with the **Chief Executive Officer** or Secretary of the Corporation before or at the time of the meeting. No proxy shall be valid after the conclusion of the meeting for which the proxy was executed.

Section 4.13. Voting Unless defined differently in another article and/or section of the bylaws each **voting** Board of Director member shall be entitled to cast one vote, in person or by proxy & votes are equal. All voting results are majority rule unless defined differently in another article and/or section bylaws.

ARTICLE 5 **BOARD OF DIRECTORS**

Section 5.1. Management The business and charitable affairs of the corporation shall be managed by or under the direction of the Officers of the Corporation and giving reports to the Board of Directors.

Section 5.2. Composition The members of the Board of Directors include Elk River High School Head Coach, **Chief Executive Officer**, President, Vice President, Secretary, Treasurer, Directors.

Section 5.3. Board of Director Meetings Board of Director meetings may be called by the **Chief Executive Officer** and will be communicated to the Board of Directors via electronic communication at least 24 hours prior to said meeting.

Section 5.4. Board of Director Emergency Meetings Board of Director Emergency meetings may be called by the Chief Executive Officer and will be communicated to the Board of Directors via electronic communication at least 2 hours prior to said meeting.

ARTICLE 6 **OFFICERS**

Section 6.1. Officers The Officers of this Corporation shall consist of a **Chief Executive Officer**, President, Vice President, Secretary, and Treasurer.

Section 6.2. Qualifications and Term of Office-Chief Executive Officer The Chief Executive Officer will be as nominated by the Elk River Football High School Head Coach and affirmed by a vote of the Board of Directors for a term of five years. The Chief Executive Officer would also act as President if the President position is vacant.

Section 6.3. Qualifications and Term of Office-President, Vice President, Secretary, Treasurer

Each officer will be nominated by the **Elk River High School Head Coach** and affirmed by a vote of the Board of Directors for a term of three years. Elections for President, Vice President, Secretary and Treasurer will be held at the annual meeting but may be held at any regular or special meeting. Temporary modifications to any officers terms may be allowed by a vote of the Board of Directors, serve upon election. These modification and need for such shall be clearly noted in the minutes of the meeting .

Section 6.4. Vacancies Any vacancies in the term of any Officer resulting from death, resignation, removal, or disqualification may be filled by the **Chief Executive Officer in consultation with the Elk River High School Head Coach** to fill the unexpired term of office.

Section 6.5. Resignation An Officer may resign at any time by giving written notice to the Chief Executive Officer. The resignation is effective without acceptance when the notice is given to, unless a later effective date is specified in the notice.

Section 6.6. Removal An Officer may be removed from office through a majority vote of the remaining Officers at a duly held meeting. There must just cause, and notice of the meeting at which such removal is to be considered to state such purpose.

ARTICLE 7

OFFICERS ROLES AND RESPONSIBILITIES

Section 7.1. Chief Executive Officer The Chief Executive Officer has the responsibility of complete oversight of management, performance, and oversight of the Corporation. The Chief Executive Officer has the discretion to assign and or remove roles and responsibilities to any Board of Director member.

- **Oversee all Board of Directors activities.**
- **Schedule and facilitate all meetings.**
- **Work closely with the Elk River High School Head Football Coach, Elk River High School Activities Director and Elk River High School Principal to facilitate the Elk River High School Football programs needs.**
- **Work closely with the President on Charitable Gambling Operation**
- **Act as main point of contact for outside organizations.**
- **Consult with Board of Directors to coordinate fundraising activities.**
- **Consult with the President & Treasurer on the Corporation's yearly budget and taxes.**

Section 7.2. President The President has the responsibility for supporting the Chief Executive Officer while providing the full management, performance, and oversight of the Corporation.

- **Provide support for the Chief Executive Officer's responsibilities**
- **Facilitate meetings in the Chief Executive Officer's absence.**
- **Act as the lead position on a Charitable Gambling Operation**
- **Consult with the Board of Directors to coordinate fundraising activities.**
- **Consult with the Chief Executive Officer and Treasurer on the Corporation's yearly budget and taxes.**

Section 7.3. Vice President Responsible for supporting the Chief Executive Officer and President on the management, performance, and oversight of the Corporation.

- **Provide support for the Chief Executive Officer's and President's responsibilities.**
- **Work with the President to help coordinate fundraising activities.**
- **Facilitate meetings in the Chief Executive's and President's absence.**
- **Attend and participate in annual, regular, special, and executive committee meetings.**

Section 7.4. Secretary Responsible for administration as directed by the President.

- **Produce meeting minutes from all annual, regular, and special meetings.**
- **Provide support for the all Officer's responsibilities.**
- **Attend and participate in annual, regular and special meetings.**

Section 7.5. Treasurer Responsible for accounts payable, taxes, and provide electronic financial reports to the Executive Committee.

- **Pay expenses, manage & coordinate tax preparation plus file taxes**
- **Produce financial reports to the **Chief Executive Officer** and President .**
- **Consult with the **Chief Executive Officer** and President on the Corporations yearly budget and taxes.**
- **Attend and participate in annual, regular and special meetings.**
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Section 7.6. Salaries of Officers Salaries may be set as deemed by the Board of Directors

ARTICLE 8

DIRECTORS

Section 8.1. Directors Directors will be nominated by an Officer and shall be affirmed by vote of the Board of Directors to hold position for a term to be defined at election.

ARTICLE 9

STANDARD OF CARE AND CONFLICTS OF INTEREST

Section 10.1. Standard of Care. It is the responsibility of each Member of this corporation to discharge his or her duties as a Member in good faith, in a manner the Member reasonably believes to be in the best interests of the Elk River High School Football program, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 10.2. Conflicts of Interest. A contract or other transaction between this corporation and:

- (a) one or more of its Directors, or a member of the family of a Director
- (b) a director of a related organization, or a member of the family of a director of a related organization; or
- (c) an organization in or of which one or more of the corporation's Directors or a member of the family of the Director are directors, officers or legal representatives or have a material financial interest,
is not void or voidable because the Director or Directors or the other individual or organization are parties or because the Director or Directors are present at the meeting of the Board of Directors or a committee of the Board of Directors at which the contract or transaction is authorized, approved or ratified, if:
 - (a) the contract or transaction was, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the contract or transaction was, fair and reasonable as to the corporation at the time it was authorized, approved or ratified; or
 - (b) the material facts as to the contract or transaction and as to the Director's or Directors' interest are fully disclosed or known to the Board or a committee, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a majority of the Board or committee, but the interested Director or Directors shall not be counted in determining the presence of a quorum and shall not vote.

For the purpose of this Section:

- (a) a Director does not have a material financial interest in a resolution fixing the compensation of the Director or fixing the compensation of another Director as a Director, officer, employee or agent of the corporation, even though the first Director is also receiving compensation from the corporation; and
- (b) a "member of the family" of the Director includes the spouse, parents, children and spouses of children, brothers and sisters or spouses of brothers and sisters of the Director, or any combination of them

ARTICLE 10

FINANCE

Section 11.1. Receipts. Any dues, contributions, grants, bequests or gifts made to the Corporation shall be accepted or collected only as authorized by the Officers of the Corporation.

Section 11.2. Deposits. 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 Officers of the Corporation.

Section 11.3. Contracts; Orders for Payment. All contracts, checks and orders for the payment, receipt or deposit of money, and access to securities of the Corporation shall be as provided by the Officers of the Corporation.

Section 11.4. Title to Property. Title to all property shall be held in the name of the Corporation.

Section 11.5. Annual Budget. The annual budget of estimated income, income expense and capital expense shall be approved by the Officers of the Corporation and report to the Board of Directors.

Section 11.6. Fiscal Year. The fiscal year of the corporation shall begin on August 1 and end on July 31.

ARTICLE 11

INDEMNIFICATION

To the full extent permitted by the Minnesota Nonprofit Corporation Act, as amended from time to time, or by other applicable provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever and by whomsoever brought (including any such proceeding, by or in the right of the corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Member, Director or officer of the corporation, or he or she is or was serving at the specific request of the Officers of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation by the affirmative vote of a majority of the Officers of the Corporation present at a duly held meeting for which notice stating such purpose has been given against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this Article shall insure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision of the Bylaws.

ELK RIVER ELKS QUARTERBACK CLUB PURPOSE STATEMENT

"Individual commitment to a group effort – that is what makes a team work, a company work, a society work, a civilization work."

- Vince Lombardi

The Elk River Elks Quarterback Club ("Quarterback Club") is a 501(c)(3) non-profit organization established to promote Elk River Elks High School Football, both financially and as fans. We also help protect the Elk River tradition of football excellence by implementing programs that we believe will further grow football in Elk River. The Elk River area is a hotbed for quality football & we intend on growing that tradition.

We give special thanks to those who have volunteered their time, energy and money to the Quarterback Club throughout the years. All of you have made a significant difference!! With the continued success of the Elk River Elks High School football teams (9th grade, 10th grade, Junior Varsity (JV) and Varsity), we anticipate that more and more Elk River High School students will want to be a part of Elks football to enrich their high school experience.

Maintaining the Elk River Elks High School football program, providing the desired quality experience for our student-athletes as well remaining successful on the field, requires financial support. Unlike the Elk River Youth Football Association program, participation fees paid by Elk River High School football players do not go directly to fund Elk River High School football operational costs, nor do gate receipts at football games played at Elk River High School. The minimum amounts budgeted to the Elk River High School football program by ISD 728 are insufficient to create the desired positive experience for our athletes or remain competitive in in Class 5A -- one of Minnesota's strongest.

That is where the Quarterback Club and its supporters come in. The Quarterback Club officers, directors, assistants, members, volunteers, and supporters contribute their time, energy, ideas and money to directly support Elk River Elks High School football. Every dollar raised by the Quarterback Club helps Elk River High School expand upon its heritage of football excellence by directly supporting the operational needs of Elk River Elks High School football. Through our fundraisers, golf tournament, business sponsorship's, player family memberships as well as our friends, family & alumni memberships, and other fundraising activities, the Quarterback Club generates incremental funds beyond the budgeted ISD728 minimums.

Over the past decade, funds raised by the Quarterback Club have been used to hire assistant coaches to increase our player-to-coach ratios, provide player uniforms, and provide player equipment, purchase video equipment and computer software, among many other team related needs. In an era of shrinking state funding for education and cost cutting by local school districts, it is more important than ever to make a commitment to the Quarterback Club so that we can help provide an enriched, high quality football experience for our student-athletes and bring Elk River Elks High School football more District & Section Titles as well as Prep Bowl Championships.

Thank you for your support!

Elk River Elks Quarterback Club