

BYLAWS OF
CAMBRIDGE-ISANTI YOUTH FOOTBALL ORGANIZATION

ARTICLE I

NAME & LOCATION

Mission: Cambridge-Isanti Youth Football is a youth organization dedicated to developing young athletes with values of integrity, character, empathy and moral courage, to learn and love the game of football, while becoming good stewards for others and their community.

Purpose: The purpose of the organization is to provide developmental, training, and/or competitive events and opportunities designed to promote and support the youth of the Cambridge-Isanti Community while enhancing their understanding and appreciation of football as a team sport.

Section 1. Name

The name of the organization is Cambridge-Isanti Youth Football Organization (CIYFO). It is a nonprofit corporation incorporated under the laws of the State of Minnesota.

Section 2. Location

The principal office shall be located Cambridge, MN.

Section 3.

Other offices for the transaction of business shall be located in other such places as deemed necessary by the Board of Directors.

ARTICLE II

MEMBERSHIP & MEETINGS

Section 1.

Parents, guardians, and/or caregivers of persons enrolled in Cambridge-Isanti Youth Football have membership. Coaches, Board of Directors, and Adult Volunteers (18+ years) shall be considered members.

Section 2.

The Annual Meeting of the membership shall be held the second Tuesday of January of each year, at a location and time specified by the Board of Directors.

Section 3.

Special Meetings of the Board of Directors may be called at any time by the President and in his/her absence, by the Vice-President, or by a majority of the Directors.

Section 4.

Notice of time and place of Annual Meetings shall be published electronically and/or submitted via email and shall be distributed to all Members at least 10 days before the date of the annual meeting.

Section 5.

In addition to the Annual and Special Meetings, there shall be a monthly meeting during peak season preparation time, at a location and time determined by the Board.

Section 6.

Only CIYFO Board of Directors and Members in good standing shall be eligible to vote in the Annual or regularly scheduled meetings, or Special Meetings of this organization. Proxies are recognized. Good standing includes attendance at 50% of regularly scheduled meetings in the previous year of appointment. Only one vote may be cast per family unit: board member or otherwise.

Section 7.

A CIYFO Director will attend 2/3 of all meetings held during the fiscal year to maintain good standing with the organization.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Board Role and Compensation

The business and property of CIYFO shall be managed by the CIYFO Board of Directors, who shall be elected at the Annual Meeting. The board receives no compensation other than reimbursement for reasonable and documented expenses. Except for the President and Treasurer, with limits of \$500 (five-hundred dollars) per transaction, no Board Member shall arbitrarily authorize any expense without board approval. Such expenses must be reported at the next meeting.

The board will consist of at least (5) people in good standing on the CIYFO Board of Directors and no more than (11) eleven members at large. The CIYFO Secretary must have current and correct contact information for those people.

Section 2. Vacancies

Vacancies in the CIYFO shall be filled by nomination and vote of existing board members. Such nomination and appointment shall continue until the next Annual Meeting.

Section 3. Removal of Board Member

The CIYFO Board of Directors may remove one of their own members for cause at a regular meeting, upon $\frac{3}{4}$ vote of the Board of Directors. Absence from 3 successive board meetings without prior approval of the President or without valid reason may be deemed sufficient cause for removal.

Section 4.

A member of the CIYFO Board of Directors may make or second motions.

Section 5. Terms

All board members shall serve a minimum of a two-year term. Terms may be extended in one-year increments by vote at the annual meeting.

Section 6. Quorum

A quorum is fifty-one percent of the board of directors.

Section 7. Officers and Duties

There shall be four officers of the board, consisting of a president, vice-president, secretary and treasurer.

- The president shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-president, secretary, treasurer.
- The vice-president shall assist the president, carry out such duties as delegated or directed by the president, and in the absence of the president, carry out the duties of the president.
- The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that the organization's records are maintained.
- The treasurer shall make a report at each board meeting. The treasurer shall assist in the preparation of the annual budget, make financial information available to board members and the public and ensure that appropriate financial records are maintained.

Section 8. Remote Communication for Meetings

Any meeting of directors may be conducted solely by one or more means of remote communication through which all directors may participate in the meeting, if notice of the meeting is given as described in Article II - Section 4, and if the number participating is sufficient to constitute a quorum as described in Article III - Section 3. Remote communication includes but is not limited to telephone, video, the Internet, or such other means by which persons may communicate with each other on a substantially simultaneous basis. Participation in a meeting by any of the above-mentioned means constitutes attendance at a meeting.

Section 9. Action Without a Meeting

Upon initiative of the president or Executive Committee, an action required or permitted to be taken at a board meeting may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the board of directors at which all directors were present. If any written action is taken by less than all of the directors entitled to vote, all directors entitled to vote shall be notified immediately of its text and effective date. The failure to provide such notice, however, shall not invalidate such written action. A director who has not signed or consented to the written action has no liability for the action or actions taken thereby. A written action is effective when it is signed by all of the directors required to take the action unless a different effective time is provided in the written action.

Section 10. Section 9. Director Conflicts of Interest

A director shall comply with the provisions of Minnesota Statute 317A255 with respect to director conflicts of interest. This statute is attached as Exhibit A and incorporated into these bylaws by reference.

ARTICLE IV

MEMBERS AT LARGE

Section 1.

Members at Large are:

Community members who are nominated and approved by the Board of Directors to serve as part of the board.

Shall attend regular board meetings.

Shall be available to participate in/on any other CIYFO committees or events.

Shall perform other duties as assigned.

ARTICLE V

COMMITTEES

Section 1. Committee Formation

The board may create ad hoc committees as needed. The president appoints all committee chairs. Committees may include: Property; Ethics/Rules; Bylaws; Publicity/Social Media, etc.

Section 2. Executive Committee

The four officers serve as the members of the Executive Committee, plus one member at large elected by the board. Except for the power to amend the Articles of Incorporation and bylaws, and the power to authorize an expenditure in excess of (insert written amount) (\$type dollar amount), the Executive Committee shall have all the powers and 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. A quorum of the Executive Committee shall be 60% percent of the members of the Executive Committee.

Section 3. Finance Committee

The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fund raising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be April 1st through March 31st. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to board members and the public.

ARTICLE VI

AMENDMENTS

Section 1. Amendments

These bylaws may be amended, when necessary, by two-thirds majority of the full board of directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements. The members of the Organization shall approve all such amendment(s) before the same shall become effective.

Certification

These bylaws were approved by an action in writing by the board of directors effective
on July 1st, 2024.

Secretary Jenifer Wane Date 7.1.2024

EXHIBIT A

317A.255 DIRECTOR CONFLICTS OF INTEREST.

Subdivision 1. Conflict; procedure when conflict arises.

(a) A contract or other transaction between a corporation and: (1) its director or a member of the family of its director; (2) a director of a related organization, or a member of the family of a director of a related organization; or (3) an organization in or of which the corporation's director, or a member of the family of its director, is a director, officer, or legal representative or has a material financial interest; is not void or voidable because the director or the other individual or organization are parties or because the director is present at the meeting of the members or the board or a committee at which the contract or transaction is authorized, approved, or ratified, if a requirement of paragraph (b) is satisfied.

(b) A contract or transaction described in paragraph (a) is not void or voidable if:

(1) The contract or transaction was, and the person asserting the validity of the contract or transaction has the burden of establishing that the contract or transaction was, fair and reasonable as to the corporation when it was authorized, approved, or ratified;

(2) The material facts as to the contract or transaction and as to the director's interest are fully disclosed or known to the members and the contract or transaction is approved in good faith by two-thirds of the members entitled to vote, not counting any vote that the interested director might otherwise have, or the unanimous affirmative vote of all members, whether or not entitled to vote;

(3) The material facts as to the contract or transaction and as to the director's 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 directors or committee members currently holding office, provided that the interested director or directors may not vote and are not considered present for purposes of a quorum. If, as a result, the number of remaining directors is not sufficient to reach a quorum, a quorum for the purpose of considering the contract or transaction is the number of remaining directors or committee members; or

(4) The contract or transaction is a merger or consolidation described in section 317A.601.

Subd. 2. Material financial interest. For purposes of this section:

(1) 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

(2) A director has a material financial interest in an organization in which the director, or a member of the family of the director, has a material financial interest.

Subd. 3. Exception. The procedures described under subdivision 1, clauses (1) to (3), are not required if the contract or other transaction is between related organizations.

Subd. 4. Member of the family. For purposes of this section, a member of the family of a director is a spouse, parent, child, spouse of a child, brother, sister, or spouse of a brother or sister.

History: 1989 c 304 s 45; 1992 c 503 s 6-8; 2010 c 250 art 1 s 29; 2011 c 106 s 12

Official Publication of the State of Minnesota Revisor of Statutes