

CENTENNIAL GIRLS GOLF BOOSTER CLUB “BIRDIE CLUB” BYLAWS

1. NAME.

1.1 The name of the association shall be the Centennial Girls Golf Booster Club “Birdie Club” (the “Club”).

1.2 The official address of the Club will be designated as Centennial High School 4757 North Road, Circle Pines, MN 55014. All official Club business received at that address must be specified to the officers of the Club.

2. PURPOSE AND OBJECTIVES.

2.1 The purpose of the Club is to promote the sport of girls’ golf for the students at Centennial High School. The Club is an independent body of parents, alumni and community supporters who are aware at all times that the rules, regulations and standard of conduct which govern participation in scholastic golf in the State of Minnesota. The Club will establish an ongoing dialogue and working relationship with the Centennial High School Athletic Director and the Centennial High School girls’ coaching staff to ensure that the Club’s participation in and support of the golf program is at all times consistent with the highest goals and aspirations of the athletic competition among high school students.

2.2 The object of the Club is to support the long-term success of the Centennial High School’s Girls Golf Program (the “Program”) and to ensure that the student athletes within the program have proper training, equipment and facilities in which to learn and compete. Club activities and fundraising are to be conducted solely on an as-needed (not for profit) basis. The Club’s goals include but are not limited to the following:

2.2.1 to provide support (financial and otherwise) for team training, equipment, supplies and facilities;

2.2.2 to promote team health, fitness, academic success and good citizenship;

2.2.3 to develop a sense of team among the players on the Team Roster (as defined below);

2.2.4 to develop a sense of pride and tradition relative to the Program among the students, parents and community;

2.2.5 to promote and publicize the Program in the community;

2.2.6 to recognize the Program’s accomplishments as well as the accomplishments of the players and coaching staff; and

3. CLUB YEAR AND MEETINGS.

3.1 The Club's business year for all purposes, including, but not limited to, fiscal and tax reporting shall run from August 1st to July 31st of each year.

3.2 Membership meeting dates and times shall be as determined by the Board; provided, however, that one (1) annual membership meeting shall be required for the purpose of the nomination and election of officers, and it shall be conducted in July of each year (the "Annual Meeting"). Written, electronic or telephone notice of the time, place and purpose of membership meetings, including but not limited to the Annual Meeting, shall be given at least three (3) to five (5) days prior to the scheduled membership meeting. A quorum at a membership meeting requires more than one-half of the current Board Members and is necessary for a motion to be passed. A quorum having been established, decisions shall be by majority vote of the voting members present at the membership meeting.

3.3 Board meetings (officers and Directors) shall be held at the request of any Board member. No formal notice of the board meetings is required. A quorum at a Board meeting requires more than one-half of the current Board Members and is necessary for a motion to be passed.

3.4 When applicable, rules contained in the current edition of Roberts Rules of Order, Newly Revised, shall govern the organization in parliamentary authority.

4. MEMBERSHIP.

4.1 Membership in the Club will transition August 1st and again in approximately March/April when the current year's B squad, Junior Varsity and Varsity team rosters (collectively, "Team Roster") are finalized. The Club may, but need not, keep a formal list of its members.

4.2 Membership in the Club is automatic but entirely voluntary for those individuals outlined below:

4.2.1 parents or legal guardians of the players who are registered students at Centennial School District and/or former parents/guardians/students of the Centennial Girls golf program are eligible for membership.

4.2.2 the B squad, Junior Varsity and Varsity coaching staff; and

4.2.3 the current year's team captains.

4.3 The purpose of membership is to empower members to vote on initiated motions concerning the Club. - 3 -

4.4 Each family with a participating player or players is/are permitted one (1) vote. If two parents of one girl want to vote at a meeting, they shall each be entitled to a ½ vote. The coaching staff and current players are non-voting members of the Club.

5. OFFICERS AND DIRECTORS.

5.1 Officers. All officers shall be elected at the Club's Annual Meeting to be held in July and shall hold office for one year, commencing on the first (1st) day of August. The officers shall consist of a President, Vice President, Secretary, and Treasurer. Officers may hold the same position for consecutive terms, for a period not to exceed two years. Officers are required to have a student(s) actively participating as a student-athlete within the Centennial Girls golf program in order to hold an officer position.

5.1.1 The President shall preside at all Club meetings and shall perform other duties usually pertaining to the office of President. The President shall carry out the decisions of the general membership expressed by a majority vote of those present at the vote. The President shall also carry out decisions expressed by the majority of the Board. The President shall be authorized to direct the Treasurer to issue checks consistent with the budget as adopted in accordance with Section 7 below or as otherwise approved by the Board. The President shall act as the liaison between the coaching staff, school administration and the Club.

5.1.2 The Vice President shall act as the President in the absence of the President and when so acting shall have the power and authority of the President. The Vice President shall be responsible for other duties as assigned.

5.1.3 The Secretary shall prepare and maintain full minutes of all meetings of the Board and general membership meetings. The Secretary shall conduct and keep all correspondence of the Club and perform such other duties that customarily pertain to the office of Secretary. The Secretary will email a periodic informational communication to the members and update member's email list and the alumni player roster.

5.1.4 The Treasurer shall receive, deposit and give accounting of the current assets of the Club; have charge of all funds, securities and financial records of the Club; maintain appropriate records; make payments for all Club liabilities; submit a financial statement at each monthly Board meeting; submit a fiscal year-end statement; coordinate and assist in the preparation of any tax return filing and will be responsible for obtaining proper Federal, State and IRS approval of the 501(c)(3) Non-Profit status. The Treasurer shall perform such other duties as usually pertain to the office of Treasurer.

5.2 Board of Directors. The Officers shall constitute the Board of Directors (the "Board"). Vacancies shall be decided by special election of the members called for that purpose. If

there are two (2) or more nominations, special election will be held by ballot. If there is only one (1) nomination, the President can make the appointment.

5.3 The Board may form such committees and elect committee chairpersons, as they deem necessary or advisable at any time and from time to time.

5.4 Any Officer or Director may resign at any time by giving written notice of such resignation to the Secretary (or the President if the Secretary is resigning). Unless otherwise specified in such written notice, resignation shall take effect upon receipt thereof by the Board, and the acceptance of such resignation shall not be necessary to make it effective.

5.5 Any elected Officer or Director may be removed by two-thirds (2/3) vote of the entire Board, subject to any limitations imposed by law. The Secretary shall notify any officer or Director who misses three (3) consecutive regular meetings that their removal shall be automatically proposed and voted upon at the next Board meeting.

5.6 When a vacancy occurs in an office, the vacancy shall be filled as soon as possible by the majority voting members present (a quorum having been established) at the next scheduled membership meeting. The individual elected shall hold office until the end of the term and may run for the same or other office for the next year.

5.7 The Club shall adopt and maintain a Conflict-of-Interest policy relating to business transactions between the Club and individual Officers and/or Directors and their respective businesses (the "Policy"). Upon election, each Officer and Director will be provided with a copy of the then current Policy.

5.8 Upon the election or appointment of any Officer or Director who may have access to the Club's financial accounts and monies, whether or not said person has held, currently holds, or has previously held a position as an Officer or Director of the Club, the President of the Club shall conduct or shall make arrangements to conduct a search of the Minnesota Court Information System ("MNCIS") for the said Officer or Director. The Vice President shall conduct or shall make arrangements to conduct a MNCIS search for the individual serving as President of the Club. If the MNCIS search returns a result which includes a court action relating to any act of dishonesty, theft, fraud, or financial crimes, the individual shall be disqualified from serving as an Officer or Director who has access to the Club's financial accounts and monies; provided, however, the individual may serve as an Officer or Director with no financial access or responsibilities.

6. NOMINATIONS AND ELECTIONS.

6.1 Nominations to serve as an officer or Director are to be accepted by the Board at the Annual Meeting. All nominations must be accepted and consented to by the nominees. Elections will take place immediately after nominations have ended.

6.2 If there are two (2) or more nominees for the same position, an election by ballot will take place at the Annual Meeting. A quorum having been established, election decisions shall be made by majority vote of the voting members present at the Annual Meeting. - 5 -

6.3 If there is one (1) nominee unopposed for a position, the President shall deem the nominee duly elected at the Annual Meeting. No ballot election is necessary for a nominee unopposed.

6.4 Nothing contained herein shall prevent or be deemed to prevent an Officer who is also a member from voting as a member at any membership meeting.

7. BUDGET AND FINANCE.

7.1 The Club shall be empowered to receive, hold and expend funds acquired by the organization to support Centennial High School Girls Golf programs, provided such transferred property or funds are used for the purpose intended and such use does not violate the Club's nonprofit status.

7.2 No person shall serve the Club with compensation.

7.3 All revenues of the Club will be used strictly to further the purpose of the Club in a manner consistent with the goals set forth in Section 2 and as approved in the budget or by the Board. In no event shall the revenues of the Club be used to pay, reimburse, or defray fines or penalties incurred by the Centennial High School Girls Golf coaching staff, Centennial High School administration, Minnesota State High School League, or State Boards of Education.

7.4 An annual budget shall be prepared by the Treasurer. The budget shall be presented to the Club for approval no later than the finalization of the Team Roster in about November.

7.5 The President shall be authorized to direct the Treasurer to issue checks consistent with the approved budget. Expenditures not in the approved budget require pre-approval by a majority of the voting membership present at a meeting, it being recognized that the Treasurer may be given approval to pay or reimburse all fund-raising expenses such as tournament expenses, without itemizing each particular expense item, by a vote of members at a meeting prior to the fundraising event.

7.6 The Treasurer shall, on a monthly basis, whether or not there is a scheduled Board meeting, and whether or not there has been any activity in the Club's financial accounts, prepare and distribute to the Board, a Monthly Checkbook Reconciliation and a copy of the monthly bank statement (the "Reconciliation"). An example of the Monthly Checkbook Reconciliation form is attached hereto and incorporated herein as Exhibit A. If the Treasurer fails to complete and distribute the Reconciliation for any two (2) consecutive months, the President shall obtain the necessary financial documentation from the Treasurer or banking institution and shall prepare and distribute to the Board the Reconciliation for those months.

7.7 Notwithstanding any other provision in these Bylaws, the Club shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. - 6 -

7.8 There shall be no membership dues or other financial contribution required of any member.

8. DISSOLUTION AND LIABILITY. The Club shall be dissolved in the following manner:

8.1 If any voting member requests dissolution in writing to the Board at least thirty (30) days prior to the Annual Meeting, the Board must place dissolution as an agenda item at the Annual Meeting and notify membership of the vote of dissolution at least ten (10) business days prior to the Annual Meeting.

8.2 If the majority vote is in favor of dissolution at the Annual Meeting, the Treasurer must proceed with final disbursement of funds and file forms of dissolution with the State of Minnesota and the Internal Revenue Service. All funds and/or assets must be disbursed for charitable or exempt purposes.

8.3 Membership, Officers and Directors shall be held harmless after formal dissolution is filed. No liability is assumed (financial or otherwise) by any member, Officer, Director, coaching staff or business sponsor.

9. ADOPTION AND REVISION.

9.1 The preceding Bylaws are hereby adopted as the Bylaws of the Club. Said Bylaws of the Centennial Girls Golf Booster Club "Birdie Club" were adopted by Board at its meeting on – DATE, to be effective immediately. Adoption of Bylaws is recorded in the official minutes of the DATE, meeting.

9.2 These Bylaws shall be subject to amendment, alteration and revision under Minnesota Statute 317A.181, Subd. 2 and be dated to indicate when last revised. At least 5 members with voting rights or any Board member may propose a resolution for action by the membership to adopt, amend or repeal Bylaws adopted, amended or repealed by the Board. The resolution must contain provisions proposed for adoption, amendment or repeal. The limitations and procedures for submitting, considering and adopting the resolution are provided by Minnesota Statute 317A.133.

Centennial Girls Golf Booster Club "Birdie Club" Adopted DATE