

REV SOCCER CLUB
A Minnesota Non-Profit Soccer Club

BYLAWS

(Amended by resolution of the Board of Directors, March 7, 2016)

ARTICLE 1

Name and Territory

- a. The name of the Organization, as set out in its Articles of Incorporation, is REV Soccer Club, (hereinafter referred to as "REV").
- b. REV is a community based traveling soccer program that is open to all residents of Independent School District #192, 194, 196 and 197 and surrounding communities. Although players may come from any community within the Minnesota Youth Soccer Association (MYSA) area to play soccer for REV, REV primarily serves the Twin Cities metro area of Minnesota.

ARTICLE 2

Affiliation

- a. REV is affiliated with the Rosemount Area Athletic Association (RAAA), the Eastview Athletic Association (EVAA), MYSA and US Club Soccer. MYSA is the State Youth Association for the State of Minnesota serving under the United States Youth Soccer Association (USYSA). As MYSA and USYSA affiliates, REV and its Members, as defined in these Bylaws, are subject to the Constitution, Bylaws and Rules of MYSA and USYSA as the same may be amended from time to time.

ARTICLE 3

Bylaws and Authorities

- a. REV is governed by these Bylaws and the Bylaws and rules of MYSA.
- b. The governing authority of REV shall be its Board of Directors, whose powers and responsibilities are described in these Bylaws. All REV teams, which include their players, coaches, parents and guardians, referees, and the REV Board of Directors shall abide by these Bylaws, the Laws of the Game, the regulations of REV as set forth by the Board of Directors, and all applicable rules and regulations of the associations with which REV is affiliated.

ARTICLE 4

Membership

- a. **Members.** A Member is defined as a player rostered on a then-current REV team and his/her parent or legal guardian who is in good standing. A Member shall be considered in good standing provided s/he is abiding by REV rules and is current in dues and fee payments.
- b. **Membership to be non-voting.** Members shall have the right to vote on matters expressly submitted or delegated by the Board of Directors to the members for binding or advisory decisions.
- c. **Annual Meeting.** The Organization has no voting Members, and thus is not required to have an annual meeting, but may hold an annual meeting of the Organization at which the Board of Directors shall meet and conduct business as set out in Article 8.
- d. **Membership year and dues.** The Board of Directors shall have the right to determine the dues or other payments to be made by the Members of this Organization. The membership year for the Members of this Organization shall be concurrent with the fiscal and seasonal year.
- e. **Members' Privileges.** Members shall be entitled to receive information about the Organization's purposes and activities as determined by the Board of Directors from time to time. Members shall also have such additional rights and privileges as may be conferred upon them from time to time by the Board of Directors.

ARTICLE 5

Registration, Fiscal Year, Dues and Fees

- a. **Registration.** All applications for player membership in REV shall be submitted annually with the appropriate fees. Accompanying the appropriate fees shall be the following documents:
 - 1. Properly completed registration form(s) for each player, prepared in accordance with current MYSA, USClub and any other registration requirements and procedures.
 - 2. Upon initial registration of each player and when a player is being credentialed for a players pass, proof of place and date of birth shall be made available.
- b. **Fiscal Year.** The fiscal year of REV shall begin August 1 and end July 31.
- c. **Dues and Fees.** REV shall charge such dues and other fees for participation in its program as shall be established by the Board of Directors.
- d. **Uniforms.** REV uniform decisions will be made by its Board of Directors and all Members shall abide by such decisions.
- e. **Comity.** REV and its Members shall recognize suspensions and sanctions of all clubs, associations and other organizations under the jurisdiction of MYSA, USClub, USYSA and the United States Soccer Federation (USSF) after receiving notice of such rulings.

ARTICLE 6

Board of Directors

- a. **Appointed Duties.** All paid positions at the Director level and above will be appointed by the President and voted on by the Executive Committee. For all paid positions below the Director Level, the Director of Soccer Operations and/or the Executive Director will be responsible for hiring decisions
- b. **Executive Board.** The Executive Board of Directors shall consist of: the President, the Vice President(s), the Secretary and the Treasurer.
- c. **Ex Officio and Honorary Directors.** The Board of Directors may, from time to time, elect one or more ex officio or honorary Directors to serve as voting or non-voting advisory members of the Board of Directors of this Organization. Any such election shall be for such term and based on such criteria as the Board of Directors from time to time deems appropriate.
- d. **Nominations.** Any Member in good standing may nominate himself/herself or another Member for election to the Board of Directors by submitting the nominee's name and contact information to the Nominating Committee.
- e. **Number of Directors.** The number of Directors on the Board of Directors shall not be greater than twenty (20) nor less than ten (10).
- f. **Elections.** Elections for open seats on the Board of Directors, or for any seats up for renewal, shall be made annually. Elections are subject to the following.
 - 1. No candidate can be elected to office and no proposal can be decided except by a majority vote of the total ballot cast at any meeting.
 - 2. In the event of a tie, the vote must be retaken until the tie is resolved by voting.
 - 3. When candidates for more than one office are voted on at the same time, a majority of the legal votes cast for each particular office is required to elect a candidate to that office.
 - 4. Board Members may vote for anyone who is eligible, regardless of whether he/she has been nominated, by writing in the name of their choice on the ballot or voting for him/her on roll call.
 - 5. Any person receiving the necessary vote is elected, unless he/she declines to accept the office.
- g. **Term of Office.** Except as otherwise provided herein, each Director of this Organization shall be appointed or elected to serve for a term of two (2) years from the date elected, unless sooner terminated due to death, resignation, removal or disqualification of membership

- h. **Term Limits.** No individual holding a position on the board may serve more than two (2) terms unless elected to the Executive Committee, in which case the individual may serve up to two (2) additional terms
- i. **Resignation.** A Director may resign at any time by giving written notice to the President. The resignation is effective upon receipt of the notice by the President.
- j. **Removal and Vacancies.** Any Director may at any time be removed with or without cause by the Board of Directors. A vacancy occurring because of the death, resignation, or removal of a Director may be filled by a majority vote of the legal votes cast of the Board of Directors at a meeting called for that purpose or at a regularly scheduled monthly Board Meeting. However, the Board of Directors at its discretion may call for a Special General Meeting for the purpose of filling that vacancy. In that event, the procedure for general election shall be followed with respect to nomination of candidates. Any Board Member found in violation of the Club's Parent Code of Conduct, may be removed from the board by the simple majority vote of the Officers of the board.

ARTICLE 7

Officers

- a. **Officers:** The Officers of this Organization shall consist of, at a minimum, a President, two Vice Presidents, a Secretary and a Treasurer. Officers shall be elected by the Board of Directors to serve for terms of two (2) years and until their respective successors are chosen and have qualified. Any Officer may be removed at any time by the Board of Directors with or without cause. Any vacancy occurring in office shall be filled by the Board of Directors. The same person may serve more than one Officer position at the same time. No candidate may be nominated for President who has not served on the Board of Directors for at least one (1) year prior to his/her nomination for President.
- b. **President:** The President shall have general active management of the business of the Organization, and as such, shall:
 - 1. preside over all meetings of REV and the Board of Directors;
 - 2. be a member ex officio of all committees except the Nominating Committee;
 - 3. appoint chairpersons of the Standing Committees;
 - 4. be the official spokesperson for REV, except when the President at his/her discretion delegates that responsibility;
 - 5. be the REV representative at all MYSA meetings where his attendance is required except when at his/her discretion, that responsibility is delegated to another;
 - 6. provide supervision over compliance and performance of all contractors involved in all contracts authorized by the Board; and
 - 7. in general perform all the usual duties incident to the office of President and such other duties as may be assigned to such person by the Board of Directors.
- c. **Vice President(s):** The Vice President(s) shall:
 - 1. act as an aide to the President and in the absence of the President, perform all duties of the President;
 - 2. oversee and coordinate the administrative functions of REV; and
 - 3. be the alternate representative at all MYSA meetings.
 - 4. **A Vice President shall not automatically succeed to the office of the President, but anyone elected to such position must be willing to consider a subsequent nomination for President when that office becomes vacant.**
- d. **Secretary:** The Secretary shall:
 - 1. make arrangements for meeting locations;

2. notify REV Members in advance of all monthly scheduled meetings, the Annual Meeting and any other Board Meetings requiring attendance of the Board of Directors, except as otherwise provided for in Article 8 below;
 3. keep an accurate record of the proceedings of all scheduled REV meetings;
 4. prepare and distribute minutes for such meetings by the next scheduled meeting;
 5. keep a record of all policy decisions of the Board and make such decisions readily available at all meetings;
 6. keep a record of all correspondence for REV; and
 7. preserve all records, reports, and official documents of REV except those specifically assigned to the custody of other Members of the Board of Directors.
- e. **Treasurer:** The Treasurer shall:
1. keep accurate financial records for the Organization and safeguard the assets of the Organization;
 2. see that a full and accurate accounting of all financial transactions are made;
 3. invest and reinvest the capital funds of the Organization in such manner as may be directed by the Board, unless that function shall have been delegated to a nominee or agent;
 4. deposit or cause to be deposited in the name and to the credit of the Organization, in such depositories as the Board of Directors shall designate, all monies and other valuable effects of the Organization not otherwise employed;
 5. oversee the financial transactions of all fund directors;
 6. prepare any financial reports or cause to be prepared those reports that may be requested from time to time by the Board;
 7. cooperate in the annual audit of the Organization's financial records by certified public accountants duly appointed by the Board and;
 8. in general perform all the usual duties incident to the office of Treasurer and such other duties as may be assigned to him/her by the Board or the President.

ARTICLE 8

Meetings of the Board of Directors

- a. **President.** The President shall be the Chair of the Board of Directors. In the absence of the President, the Chair shall be determined in order of (b.) through (e.) in Article 7 above (Vice President(s), Secretary, and Treasurer).
- b. **Annual Meeting:** The Annual Meeting of the Board of Directors for the purpose of electing Directors and Officers and transacting such other business as may properly come before the meeting shall be held each year at the time and place, within or without the State of Minnesota, designated from time to time by the Board of Directors.
- c. **Regular Meetings.** Regular meetings of the Board of Directors may be held at such time and place as shall from time to time be determined the Board of Directors. After the time and place of such regular meetings have been so determined, no notice of such regular meetings need be given. Meetings may be held elsewhere, or at alternative times, if the notice of the meeting clearly provides so. Notice of any change in the place or time of holding any regular meeting, or of any adjournment of a regular meeting to reconvene at a different place, shall be given personally, by mail (postage prepaid), telephone, or electronic communication as defined by *Minnesota Statutes* (including, but not limited to, facsimile communication and e-mail) not less than two days before the meeting, excluding the day of the meeting, to all Directors who were absent at the time such action to schedule the meeting was taken.
- d. **Other Meetings.** Other meetings of the Board of Directors may be held at such time and place as are announced at a previous meeting of the Board of Directors. Meetings of the Board of Directors may also be called at any time (a) by the Chair, (b) by the Board of Directors, or (c) upon the written request of two or more Members of the Board of Directors. Anyone entitled to call a meeting of the

Board of Directors may make a written request to the President to call the meeting, and the President shall give notice of the meeting, setting forth the time, place and purpose thereof, to be held between five and ten days after receiving the request. If the President fails to give notice of the meeting within seven days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place of the meeting and give notice in the manner hereinafter provided.

- e. **Notice.** Written notice of each meeting of the Board of Directors for which written notice is required, and of each annual meeting, stating the time, place and purpose thereof shall be given not less than five nor more than thirty days before the meeting, excluding the day of the meeting, to each Director at his or her address according to the last available records of this Organization. Any Director may waive notice of a meeting of the Board before, at or after the meeting, orally, in writing or by attendance. Attendance by a Director at a meeting is a waiver of notice of that meeting, unless the Director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting.
- f. **Quorum and Voting.** A quorum shall consist of not less than seven (7) Board Members. If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal of Directors originally present leaves less than the number otherwise required for quorum. A majority vote of the Directors present at any meeting, if there be a quorum, shall be sufficient to transact any business unless a greater number of votes is required by law or these Bylaws. A Director shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Directors. A Director who is present at a meeting of the Board of Directors when an action is taken is presumed to have assented to the action unless the Director votes against the action or is prohibited from voting on the action. Board members who share an office will share only one vote. Board members holding more than one office shall be limited to one vote.
- g. **Open Meetings.** Meetings of the Board of Directors shall be open to all REV Members. However, the Board of Directors may consider items in closed session if the Chair rules them to be confidential on the grounds that their disclosure would be detrimental to the welfare of REV.
- h. **Remote Action and Written Action.** The Annual Meeting and any other meeting of the Board of Directors may be held by one or more means of remote communication as permitted by the Minnesota Nonprofit Organization Act. Any action that could be taken at a meeting of the Board of Directors may be taken by written action signed, or consented to by authenticated electronic communication, by members of the Board. Any action permitted to be taken at a meeting of the Directors may be taken by written action signed or consented to by the number of Board Members required to take action at a meeting of the Board of Directors at which all Directors are present. For such action to be effective, upon signature of the last required Director, immediate notice of the action and effective date shall be made to all Directors.
- i. **Business.**
 - 1. 1. The Executive Committee runs the day to day operations of REV, subject to the direction of the Board of Directors.
 - 2. The Board of Directors shall attend to such matters as may be referred to it.
 - 3. The Board shall adopt an annual budget and establish registration fees as it deems appropriate.
 - 4. The Board shall establish policies and adhere to existing policies of the MYSA, USYSA, USClub and any other organizations REV becomes a member of.
 - 5. The Executive Committee may, by simple majority, vote to expend REV funds, not to exceed \$5,000.00 (Five Thousand Dollars), outside of the approved budget. The Executive Committee shall report any such expenditure to the full Board of Directors at the next monthly Board Meeting.
- j. **Contracts.** The Executive Committee of the Board of Directors shall have the authority to enter into contracts on behalf of REV. Members of the Executive Committee shall not be in a salaried position or have a contract with REV.
- k. **Conflicts of Interest.** This Organization shall not enter into any contract or transaction with one or more of its directors, an organization in or of which a Director is a Director, Officer or legal representative or has a material financial interest, or a family member of the director(s), without

complying with the provisions of Article 12. Regardless, the Organization shall not authorize any act of “self-dealing” as defined in Section 4941(a) of the Internal Revenue Code of 1986 (“the Code”), nor permit an “excess benefit transaction” as defined in Section 4958 of the Code. If a contract or transaction would have been permitted under those two Code sections, failure of the Organization to comply with Article 12 shall not invalidate any contract or transaction to which this Organization is a party, although the contract may be voidable under the Minnesota Nonprofit Organization Act.

ARTICLE 9

Standing and Special Committees

- b. **Authority.** The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the members of the Board of Directors. Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors, and shall at all times be subject to the control and direction of the Board of Directors. Committee members need not be Directors.
- c. **Meetings and Voting.** Meetings of each Committee may be held at such time and place as are announced at a previous meeting of the Committee. Meetings of any Committee may also be called at any time by the Chairperson of the Committee or by the Chair on at least five days' notice by mail, or two days' oral notice by telephone or in person. Appearance at a meeting is deemed to be a waiver of notice unless the Committee Member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the Committee Member does not participate in the meeting. At all meetings of a Committee of this Organization each Member thereof shall be entitled to cast one vote on any question coming before such meeting. The presence of a majority of the membership of any Committee of this Organization shall constitute a quorum at any meeting thereof, but the Members of a Committee present at any such meeting, although less than a quorum, may adjourn the meeting from time to time. A majority vote of the Members of a committee of this Organization present at any meeting thereof, if there by a quorum shall be sufficient for the transaction of the business of such Committee. Any action that could be taken at a Committee meeting may be taken by written action signed by all Members of the Committee.
- d. **Standing Committees Appointed by the President.** The following standing Committees shall be appointed annually by the President with the consent of the Board of Directors. The term of service of these committees shall be the same as the term of the Directors. The responsibilities of the committees will be set annually by the President and Chair of each committee.
 1. Budget Committee. The Executive Director and Treasurer are required members of the Committee. The Committee shall also provide an independent review of the financial aspects of REV at least once every two (2) years. A written report of the review of the financial aspects of REV shall be provided to the Board of Directors. The Treasurer shall Chair the Committee and add additional Members at his/her discretion.
 2. Disciplinary Committee. The Disciplinary Committee shall hold fair and impartial hearings into all matters brought before it, and shall follow REV guidelines to be used in determining what, if any, discipline is to be imposed. The Disciplinary Committee shall have at least one active coach, one non-Board parent, and one Vice President as part of the Committee. The Vice President shall chair the committee and add additional members at his/her discretion. The Disciplinary Committee shall:
 - i. be responsible for hearing protests, ejections, appeals, and complaints;
 - ii. administer discipline;
 - iii. present a written report of its findings and disciplinary decisions to the Executive Board.
 3. Scholarship Committee. The Scholarships Committee shall consist of the Executive Director and Treasurer of the Board. The committee shall inform the President of all scholarship awards prior to member notification. The Scholarship Committee shall:
 - i. be responsible for screening and interviewing applicants;
 - ii. grant scholarships; and

- iii. present a written report of granted scholarships to the Board.
- 4. Fields and Equipment Committee. The Committee shall be responsible for overseeing field and equipment needs and providing recommendations to the Executive Board regarding such needs.
- 5. Club Communications Committee. The Committee shall be responsible for maintaining the Club website and for making recommendations to the appropriate Club representative regarding the needed communications of the Club. The committee shall provide a written report to the Board of Directors at least once every year.
- 6. Tournament Committee. The Committee is responsible for overseeing and executing successful Club sponsored tournament(s). All active Board Members are required to support the Tournament Committee in the execution of their responsibilities.
- e. **Standing Committees Appointed by the Board.** The following standing committees shall be appointed annually by the Board of Directors. The term of service of these committees shall be the same as the term of the Officers.
 - 1. Nominating Committee. Not less than two (2) months prior to the Annual Meeting or a Special Meeting for the purpose of filling a Board vacancy, the Board of Directors shall appoint a Nominating Committee consisting of at least three (3) persons representing a cross-section of REV membership. The Members appointed by the Board of Directors shall be current or recent Members of the Board who, by reason of their service, have a broad and up-to-date knowledge of the needs of REV. This Committee shall prepare a slate of candidates for all elected offices. This Committee may also prepare a slate of candidates for all appointed offices.
- f. **Special Committees.** Special Committees shall be appointed by the President or the Board of Directors to assist them at any time, and to delegate investigative, planning, or routine administrative duties to them.
- g. **Board Member Responsibility.** Each board member is required to chair or co-chair at least one committee and participate in the Tournament Committee and at least one other committee as a member, chair or co-chair. The President reserves the right to assign a member to a committee as chair or co-chair.
- h. **Removing Committee Members.** A member of a Committee who is unable or fails to perform his/her duties shall be removed and notified of his/her removal by the appointing or electing authority.
- i. **Replacing Committee Members.** The members of a Committee may be replaced by the appointing or electing authority.

ARTICLE 10

Protests and Appeals

- a. Only violations of these Bylaws shall be proper subjects for protests and appeals. Removed references to MYSA, USYSA and Laws of the Game
- b. In the matter of protests and appeals, no person associated with youth soccer shall invoke the aid of the Courts of any state or the Federal Courts without first exhausting all available remedies within the appropriate soccer organizations, including a final appearance at the Annual General Meeting of the USYSA.

ARTICLE 11

Changes to Bylaws

The Board of Directors may amend these Bylaws by adopting a resolution setting forth the amendment by a vote of a majority of all Directors then-seated. Proper notice of the proposed amendment or repeal must precede the Board meeting at which the amendment will be considered and must include the substance of the proposed amendment.

ARTICLE 12

Conflict of Interest/Indemnification

- a. **Director Conflicts of Interest.** This Organization shall not enter into any contract or transaction with (a) one or more of its Directors, Officers, or a member of the immediate family of its Director or Officer, (b) a Director or Officer of a related organization, or a member of the immediate family of a Director or Officer of a related organization (within the meaning of *Minnesota Statutes*, section 317A.011, subd. 18), or (c) an organization in or of which the Organization's Director or Officer, or member of the immediate family of its Director or Officer, is a Director, Officer, legal representative or has a material financial interest; **unless the material facts as to the contract or transaction and as to the interest of the Director(s) or Officer(s) are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the Directors (not counting any vote that the interested Director or Officer might otherwise have, and not counting the interested Director or Officer in determining the presence of a quorum.) In light of the preceding sentence's mandate, the Board of Directors shall adopt a policy specifying procedures to be followed by the Organization to approve any transactions where a conflict exists.** As set out in Article 8, Section h, failure to comply with this Section shall not automatically invalidate any contract or transaction to which this Organization is a party.
- b. **Conflicts of Interest: Definitions.** For purposes of the prior section, "immediate family" encompasses the following individuals: spouses, domestic-partners-in-fact, parents, children, children's spouses or children's domestic-partners-in-fact, siblings, or spouses or domestic-partners-in-fact of siblings. "Domestic-partner-in-fact" is used with respect to those designated as the intended life partner of an individual or otherwise identified as being related to that individual through intended long term ties of love, affection, responsibility, and commitment common to those undertaken in marriages recognized by the State of Minnesota, regardless of whether such relationship is defined by or otherwise recognized by any governmental authority. Per the Minnesota Nonprofit Organization Act, a "material financial interest" encompasses, but is not limited to, an individual's relationship to an organization with respect to which rights of the individual exist, whether or not yet vested, for payment of dividends, profit-sharing, compensation, reimbursement of expenses, repayment of obligations or other liabilities, from the organization, but for purposes of the prior section "material financial interest" does not include fixing the compensation of the director or fixing the compensation of another director as a director, officer, employee, or agent of the Organization, even though the first director is also receiving compensation from the Organization.
- c. **Conflict of Interest Policy.** The need for a conflict of interest policy that staff members, Officers, and Directors shall adhere to is established by the immediately two preceding Sections of this Article. Such policy shall be established and annually reviewed by the Board of Directors. **At a minimum, such policy shall require the certification by all individuals who are subject to it that they have read the policy and agree to abide by it, and along with same, shall provide on at least an annual basis to the Secretary of this Organization a list of all organizations and individuals who comprise their "immediate family" or with whom they have a "material financial interest" as such terms are defined in the preceding paragraph, except that in the case of immediate family, a threshold of "materiality" for what comprises a "material financial interest" shall be set by the Board.**
- d. **Insurance.** This Organization may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or member of a committee of this Organization against any liability asserted against such person and incurred by such person in any such capacity.
- e. **Indemnification.** To the full extent permitted by any applicable law, this Organization shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of this Organization, by reason of the former or present capacity of the person as:
 - (a) a director, officer, employee or member of a committee of this Organization or,
 - (b) a director, officer, partner, trustee, employee or agent of another organization or employee benefit plan, who while a director, officer or employee of this Organization, is or was serving the other Organization at the request of this Organization or whose duties as a director, officer or employee of

this Organization involve or involved such service to the other Organization, against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements, and reasonable attorneys' fees and disbursements, incurred by the person in connection with the proceeding, in line with the standards enumerated in Section 6, herein.

Indemnification provided by this section shall continue as to a person who has ceased to be a Director, Officer, employee or Committee Member, shall inure 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 section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section

- f. **Standards for Indemnification.** Indemnification is mandatory, if, with respect to the acts or omissions of the person complained of in the proceeding, the person:
1. has not been indemnified by another organization or employee benefit plan for the same liability described in the preceding paragraph with respect to the same acts or omissions;
 2. acted in good faith;
 3. received no improper personal benefit and section 317A.255 of *Minnesota Statutes*, as now enacted or hereinafter amended, regarding conflicts of interest, has been satisfied;
 4. in the case of a criminal proceeding, did not have reasonable cause to believe the conduct was unlawful; and
 5. in the case of acts or omissions occurring by a director, officer, employee, or member of a committee of this Organization acting in such official capacity, reasonably believed that the conduct was in the best interests of this Organization, or in the case of acts or omissions occurring by a director, officer, employee, or member of a committee of this Organization who is or was serving another organization at the request of this Organization, or whose duties as a director, officer, employee, or member of a committee of this Organization involve or involved such service to another organization, reasonably believed that the conduct was not opposed to the best interests of this Organization.
- g. **Indemnification: Eligibility, advances, and ancillary recovery.** Any indemnification realized other than under this Article shall apply as a credit against the indemnification provided herein.
1. Determination of eligibility for indemnification payments or advances shall be made in accord with section 317A.521, subd. 6 of *Minnesota Statutes*, as now enacted or hereinafter amended. In essence, same provides that whether a person is entitled to payment or reimbursement of expenses in advance of the final disposition of the relevant proceedings shall be made:
 - i. by the Board or Directors by a majority of a quorum; Directors who are at the time parties to the proceeding are not counted for determining a majority or the presence of a quorum;
 - ii. if a quorum under i. cannot be obtained, by a majority of a committee of the Board, consisting solely of two or more Directors not at the time parties to the proceeding, duly designated to act in the matter by a majority of the full Board of Directors including directors who are parties;
 - iii. if a determination is not made under i. or ii., by special legal counsel, selected either by a majority of the Board of Directors or a Committee by vote constituted under i. or ii., respectively, or, if the requisite quorum of the full Board of Directors cannot be obtained and the Committee cannot be established, by a majority of the full Board of Directors including Directors who are parties;
 - iv. if a determination is not made under i.-iii, preceding, by the Members with voting rights, other than Members who are parties to the proceeding; or
 - v. if an adverse determination is made under i.-iv. preceding, or following, or if no determination is made within 60 days after the termination of a proceeding or after a request for an advance of expenses, by a court in this state, which may be the court in which the proceeding involving the person's liability took place, upon application of the person and notice the court requires.
 2. With respect to a person who is not, and was not at the time of the acts or omissions complained of in the proceedings, a Director, Officer, or person having, directly or indirectly,

the power to direct or cause the direction of the management or policies of the Organization, the determination whether indemnification of this person is required because the criteria in Section 5 of this Article has been satisfied and whether this person is entitled to payment or reimbursement of expenses in advance of the final disposition of a proceeding under section 317A.521, subd. 3 of *Minnesota Statutes* may be made by an annually appointed committee of the board, having at least one Member who is a Director (said committee shall report at least annually to the board concerning its actions.)

ARTICLE 13

Trade Names, Trademarks & Logos

Logos. Any use of the REV name, logos and symbolic representations must be in accordance with REV guidelines or otherwise approved in writing by the Board of Directors prior to use.

END