

BYLAWS
OF
MONTICELLO YOUTH FOOTBALL ASSOCIATION, INC.

Article 1 – Offices

1.1 The principal office of the corporation at the time of adoption of these Bylaws is located at P.O. Box 703, Monticello, MN 55362. The corporation may have offices at such other places either within or without the State of Minnesota, as the Board of Directors may from time to time determine.

Article 2 – Nonprofit Purposes

2.1 The corporation is organized exclusively for one or more of the purposes as specified in Section 317A of the Minnesota Statutes and Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

2.2 The specific objectives and purposes of this corporation shall be:

2.2.1 Promoting the amateur sport of football within the local community;

2.2.2 Facilitating a safe and competitive activity for people from different backgrounds; and

2.2.3 Providing a structured environment for teaching, coaching, and educating people about the sport of football.

Article 3 – Area

3.1 Monticello Youth Football Association, Inc. is composed of individuals that have satisfactorily shown a desire to aid and assist in the purpose of Monticello Youth Football Association, Inc. and must be approved by a majority of the Board of Directors.

Article 4 – Board of Directors

4.1 NUMBER AND APPOINTMENTS. The Board of Directors is responsible for the business and affairs of the corporation and shall consist of a minimum of three and not more than ten persons. Directors shall be appointed for a term of 1 year. Directors may serve an unlimited number of terms. A director will hold office until the term for which the director was elected or appointed ends and a successor is elected and qualified, or until the earlier death, written resignation, removal, or disqualification of the director.

4.2 REMOVAL OF DIRECTORS. A director may be removed with or without cause by a two-thirds majority vote of the Quorum of the Board of Directors of this corporation provided, however, that a director shall not be removed from office unless the notice of the Annual or Special Meeting at which removal is to be considered states for such purpose. During such meetings the member of the Board of Directors will be given 25 minutes to state their case to the Board of Directors, after such meetings the Board of Directors, without the member in question present, will vote according to the rules of a Quorum. The Director in question will not count towards the rules of a Quorum nor be allowed to vote. When a member of the Board of Directors has been removed, a new director may be elected at the same or subsequent meeting.

4.3 BOARD ELECTIONS. During the last quarter of each fiscal year of the corporation, the board of directors 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 directors, called in accordance with the provisions of these bylaws.

4.4 ELECTION PROCEDURES. New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

4.5 SPECIAL ADVISORY COMMITTEE. The Board of Directors may appoint an Advisory Committee consisting of an unlimited number of persons. The Advisory Committee shall advise the corporation in spiritual, financial, functional and policy matters and make recommendations to the corporation as to overall work and programs. A Special Advisory Committee may include persons in or outside the Association.

4.6 NO LOANS TO BOARD MEMBERS. The corporation shall not lend any of its assets to any of the Board Members.

4.7 COMPENSATION. The Board of Directors may fix compensation of members of the Board of Directors for services performed.

Article 5 – Board Meetings

5.1 ANNUAL MEETINGS. The annual meeting of the Board of Directors shall be held with notice on a predetermined date selected by the Board of Directors in December of each year for the purposes of the election of Board Members for the ensuing year and to transact such other business as may properly come before the meeting.

5.2 MEETINGS. Regular meetings of the Board of Directors shall be held without notice at the registered office of the corporation, or at such other place as may be designated, at such time as shall from time to time be determined by the Board of Directors. The agenda for such meetings shall be prepared by the President of the Board of Directors and given to the Board within seven days notice. Additions to the agenda submitted by any members of the Board of Directors shall be submitted with forty-eight hours notice before each such meeting. Public notice of a regular meeting of the Board of Directors shall be given via the corporation's website within seven days notice of such meeting. Public requests for additions to the agenda must be given via the public webform on the Monticello Youth

Football Association website to the Board within forty-eight hours before such meeting. A majority vote of the Board of Directors must be given to add time for any additions brought by the public. The Board of Directors reserves the right to: limit any public discussion to five minutes or less, table any public discussion to a future board meeting, and vote down any proposed additions to the agenda.

5.3 SPECIAL MEETINGS. Special meetings of the Board of Directors only may be called for any purpose or purposes either by the president, or during that person's absence by a vice-president, after at least forty-eight hours notice to each member of the Board of Directors via email. Special meetings shall be called by the president or secretary in like manner and in like notice on the written request of any member of the Board of Directors. The Board of Directors may attend any special meeting either in person, via phone, or via video. Special meetings will be considered private. Attendance from any Non-Board members will be by invitation of the Board only.

5.4 NOTICE OF MEETINGS. Except as otherwise provided in these Bylaws or by law, notice shall be given to each member of the Board of Directors of the time and place of each meeting of the Board of Directors, but any member of the Board of Directors may, in writing, either before or after the meeting, waive notice thereof, and with notice, any member of the Board of Directors, by their attendance at any meeting shall be deemed to have waived notice thereof.

5.5 ACTION WITHOUT MEETING. Any action which might be taken at a meeting of the Board of Directors may be taken without a meeting if authorized by a writing or writings signed by all members of the Board of Directors and such action shall be effective on the date on which the last signature is placed on such writing or writings, or such earlier effective date as is set forth herein.

5.6 QUORUM. At all meetings of the Board of Directors, two-thirds of the members of the Board of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, but if less than a quorum are present, those members of the Board of Directors present may adjourn the meeting from time to time until a quorum shall be present.

5.7 VOTING. Each member of the Board of Directors shall have one vote. Issues shall be passed by a majority vote of those present, except for the termination of any director of the corporation which shall require two-thirds majority of a Quorum as outlined in the bylaws of the corporation.

Article 6 - Corporate Seal

6.1 The corporation shall not have a corporate seal.

Article 7 - Indemnification of Directors, Employees and Agents

7.1 INDEMNIFICATION. To the full extent permitted by Minnesota Statutes, the corporation shall indemnify each member of the Board of Directors, employees, or agent of the corporation, and any person serving at the request of the corporation as a member of the Board of Directors, employee, or agent of another corporation partnership, joint venture, trust or other enterprise, against expenses, including attorney fees, judgements, fines, and amounts paid in settlement actually and reasonably incurred by him to the fullest extent to which members of the Board of Directors may be indemnified

under the terms and conditions of the Minnesota Non-Profit Corporation Act, or any amendments thereto or substitutions therefore.

7.2 INSURANCE. The corporation may purchase and maintain insurance on behalf of any person who may be indemnified to the extent of his right to indemnity under this Article.

Article 8 - Restricted Funds

8.1 TRUST INDENTURE. In the event funds are received for restrictive purposes with the requirement that principal shall remain intact, the Board of Directors may provide for the designation of an outside corporate trustee to receive the funds and shall authorize the proper officers with the corporation to execute a trust indenture governing the use of these funds in such form as may be approved by the Board of Directors.

8.2 GIFTS. The trust indenture in such forms as may be approved by the Board of Directors with appropriate changes in the rights and duties of the settlor, is recommended to persons contemplating making gifts to the corporation for restricted purposes within the purposes expressed in the Articles of Incorporation.

Article 9 - Employees

9.1 The corporation may employ such employees as the Board of Directors deems necessary from time to time

Article 10 - Deposits & Treasury

10.1 All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may designate or as may be designated by agents of the corporation to whom such power may be delegated by the Board of Directors. For the purpose of such deposit any person or persons to whom such power is so delegated may endorse, assign and deliver checks, drafts and such other orders for the payment of money which are payable to the order of the corporation. Any and all financial accounts held by MYFA require access by the Treasurer and either the President and/or Vice President.

Article 11 - Dissolution

11.1 The corporation may be dissolved in accordance with the laws of the State of Minnesota. Upon the dissolution of the corporation, any remaining assets shall be distributed to organizations organized and operated exclusively for religious, charitable, educational or scientific purposes as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal REvenue Code of 1954, and in accordance with the relevant provisions of the Articles of Incorporation.

Article 12 - Amendment

12.1 VOTE. These Bylaws may be amended by a two-thirds majority vote of the members of the Board of Directors.

12.2 NOTICE. Notice of the meeting for the proposed amendment shall be given to each member of the Board of Directors under the terms of Special Meetings per the Bylaws.

Article 13 - Legislative Action

13.1 No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Article 14 - Fiscal Year

14.1 The fiscal year of the corporation shall begin on the first day of January in each year.

Article 15 - Incorporator

15.1 The name and post office address of the incorporator of Monticello Youth Football Association, Inc. is as follows:

Jeffrey Houselog
2236 116th Street NE
Monticello, MN 55362

Article 16 - Conflict of Interest Policy

16.1 Any director or key employee who has an interest in a contract or other transaction presented to the Board of Directors or committee thereof for authorization, approval or ratification shall make a prompt and full disclosure of his or her interest to the Board of Directors or committee prior to the Board acting on such contract or transaction. Such disclosure shall include any relevant or material

facts known to such person about the contract or transaction, which might reasonably be construed to be adverse to the corporation's interest.

The body which such disclosure is made shall thereupon determine, by a vote of seventy-five percent of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions and deliberations in respect to such contract or transaction. Such person may be counted in determining whether a quorum is present, but may not be counted when the Board of Directors or committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the votes thereon, the abstention from voting and participation.

Article 17 - Miscellaneous

17.1 Any procedures not covered by the applicable provisions of the Minnesota Non-Profit Corporation Act, the Articles of Incorporation of the corporation, or these Bylaws, shall be governed by Robert's Rules of Order, Newly Revised, as amended from time to time, and the Monticello Youth Football Association, Inc.

17.2 These Bylaws were adopted as the amended Bylaws of Monticello Youth Football Association, Inc., a Minnesota non-profit corporation at the meeting of the Board of Directors held on

_____ and signed by
