

**BYLAWS  
OF  
VIKINGS BLUE LINE CLUB, INC.**

**ARTICLE 1  
Purpose**

**1.1** This 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 as making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

The Vikings Blue Line Club shall not seek to influence or direct the technical activities or policies of the school administration or of the school officials who are charged with the responsibility of conducting the North Branch Area High School Activities Program. The Club will function within the framework, policies and rules of the overall North Branch Area High School Activities philosophy and policies, and those of the Minnesota State High School League.

The Club exists as an organization of parents and community persons dedicated to supporting, encouraging and advancing North Branch Area High School hockey and all the benefits the hockey programs provide for the students of North Branch Area High School.

The Club is purely a volunteer organization.

The specific objectives and purposes of this corporation shall be:

- 1.1.1.** Supporting the North Branch Area High School of the Independent School District 138 and its high school hockey programs;
- 1.1.2.** Promoting the amateur sport of hockey within the North Branch Area High School community; and
- 1.1.3.** Facilitating a safe, competitive and successful activity for youth from different backgrounds who are involved with the North Branch Area High School hockey programs.

**ARTICLE 2  
Board of Directors**

**2.1 Election; Removal; and Term of Office.** The Board of Directors shall consist of a President, Vice President, Treasurer and Secretary and a minimum of two (2) Directors as the Board deems necessary. Such officers shall hold their offices for a period of 2 years where as at that time their successors are elected and qualified at the annual meeting, or until the officer's prior death,

resignation or removal. Any officer or agent elected or appointed by the general membership at the annual meeting shall hold office at the pleasure of the Board of Directors and may be removed, with or without cause, at any time by the vote of a majority of the Board of Directors. Any vacancy in an office of the corporation shall be filled by action of the Board of Directors or by the general membership at the annual meeting.

Each director shall hold office for a two (2)-year term and thereafter until a successor shall have been elected and shall qualify, or until the director shall resign or shall have been removed as hereinafter provided. The terms of the directors shall be staggered in two (2) classes so that approximately one-half (1/2) of the directors shall be elected each year at the annual meeting. All classes of directors shall have equal voting rights.

**2.2 Number.** The officers of the corporation shall consist of a President, Vice President, Treasurer and Secretary, all of which offices may be held by the same person. The Board may elect or appoint any other officers it deems necessary for the operation and management of the corporation, each of whom shall have the powers, rights, duties, responsibilities and terms of office determined by the Board from time to time. Any number of offices or functions of those offices may be held or exercised by the same person.

**2.3 President.** Unless provided otherwise by a resolution adopted by the Board of Directors, the President shall have general active management of the business of the corporation, shall preside at meetings of the Board of Directors, shall see that all orders and resolutions of the Board of Directors are carried into effect, shall sign and deliver in the name of the corporation any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation, these Bylaws, or the Board of Directors to some other officer or agent of the corporation, may maintain records of and certify proceedings of the Board of Directors, and shall perform such other duties as may from time to time be prescribed by the Board of Directors.

**2.4 Vice President(s).** The Vice President shall have such powers and perform such duties as the President or the Board of Directors may prescribe from time to time. In the absence of the President, or in the event of the President's death, inability, or refusal to act, the Vice President, or in the event there would be more than one Vice President, the Vice Presidents in order designated by the Board of Directors, or in the absence of any designation, in the order of their election, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President.

**2.5 Treasurer.** Unless provided otherwise by a resolution adopted by the Board of Directors, the Treasurer shall keep accurate financial records for the corporation, shall deposit all monies, drafts, and checks in the name of and to the credit of the corporation in such banks and depositories as the Board of Directors shall designate from time to time, shall endorse for deposit all notes, checks, and drafts received by the corporation as ordered by the Board of Directors, making proper

vouchers therefore, shall disburse corporate funds and issue checks and drafts in the name of the corporation as ordered by the Board of Directors, shall render to the President and the Board of Directors, whenever requested, an account of all such officers' transactions as Treasurer and of the financial condition of the corporation, and shall perform such other duties as may be prescribed by the Board of Directors or the President from time to time.

**2.6 Secretary.** The Secretary shall attend all meetings of the Board of Directors and shall maintain records of, and whenever necessary, certify all proceedings of the Board of Directors. The Secretary shall, when so directed by the Board of Directors or other person or persons authorized to call such meetings, shall give or cause to be given notice of meetings of the Board of Directors, and shall also perform such other duties and have such other powers as the President or the Board of Directors may prescribe from time to time.

**2.7 Quorum and Voting.** A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. In the absence of a quorum, a majority of directors present may adjourn the meeting from time to time until a quorum is present. 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 a number of directors originally present leaves less than the number otherwise required for a quorum. The Board of Directors shall take action by the affirmative vote of a majority of the directors present at any duly held meeting, except as to any question upon which any different vote is required by law, the Articles of Incorporation, or these Bylaws.

**2.8 Compensation.** The Board of Directors shall not be compensated for services performed, but shall be reimbursed by the corporation for expenses approved by the board of Directors.

### **ARTICLE 3 General Membership**

**3.1** General Membership is limited to adults who are residents of the North Branch Area High School attendance area with the exception of any interested persons outside the attendance area that are approved by the Board of Directors. Dues or fees will be determined by the Board of Directors.

### **ARTICLE 4 Committees**

**4.1 Executive and Other Committees.** The Board of Directors may act through an Executive Committee or such other committees as may be specified in resolutions adopted by the Board of Directors. Each such committee shall have the duties and responsibilities imposed on it from time to time by the Board of Directors, and shall at all times be subject to the direction of the Board of Directors. Committee members need not be directors. One member of each committee shall keep minutes of all proceedings of the committee.

**4.2 Ex Officio Member.** The President of this corporation, or a representative appointed by the President, shall be an ex officio member, without voting rights, of each committee of the corporation.

The North Branch High School head hockey coach will provide significant guidance and direction as a member of the Vikings Blue Line Club. The coach shall also be ex officio member, without voting rights, of each committee of the corporation.

## **ARTICLE 5 Miscellaneous**

**5.1 Fiscal Year.** The fiscal year of this corporation shall be the twelve (12)-month period established by a resolution of the Board of Directors.

**5.2 Amendments.** The Board of Directors may amend this corporation's Articles of Incorporation and these Bylaws to omit or include any provision which could be lawfully omitted or included at the time of such amendment. Any number of amendments, or an entire revision of the Articles of Incorporation or Bylaws, may be voted upon at a meeting of the Board of Directors and shall be adopted at such meeting upon receiving an affirmative vote of two-thirds (2/3) of the directors who are present at the meeting and entitled to vote on the proposed amendment or revision.

**5.3 Books and Records.** The Board of Directors shall cause to be kept at the registered office correct and complete copies of the Articles of Incorporation and Bylaws; accounting records; initial registration statements, applications and annual reports filed with the Attorney General's office and with the Internal Revenue Service; and minutes of meetings of the Board of Directors and any committees for the last six (6) years.

The undersigned, Secretary of Vikings Blue Line Club, Inc., a Minnesota nonprofit corporation, does hereby certify that the foregoing Bylaws are the Bylaws adopted for the corporation by the Board of Directors at the organizational meeting on the \_\_\_\_ day of April, 2008.

\_\_\_\_\_, Secretary