

**BYLAWS**

**OF**

**ELKS QUARTERBACK CLUB**

**(A Minnesota Nonprofit Corporation)**

**Adopted: 04/09/2025**

# **CONTENTS OF BYLAWS OF ELKS QUARTERBACK CLUB**

<b>ARTICLE</b>	<b>ITEM</b>	<b>PAGE</b>
<b>ARTICLE 1</b>	<b>OFFICES</b>	<b>3</b>
<b>ARTICLE 2</b>	<b>CORPORATE SEAL</b>	<b>3</b>
<b>ARTICLE 3</b>	<b>PURPOSE</b>	<b>3</b>
<b>ARTICLE 4</b>	<b>MEMBERSHIP</b>	<b>4</b>
<b>ARTICLE 5</b>	<b>BOARD OF DIRECTORS</b>	<b>5</b>
<b>ARTICLE 6</b>	<b>OFFICERS</b>	<b>5</b>
<b>ARTICLE 7</b>	<b>OFFICERS ROLES AND RESPONSIBILITIES</b>	<b>6</b>
<b>ARTICLE 8</b>	<b>DIRECTORS AND AT LARGE MEMBERS</b>	<b>7</b>
<b>ARTICLE 9</b>	<b>PAST PRESIDENTS</b>	<b>9</b>
<b>ARTICLE 10</b>	<b>STANDARD OF CARE AND CONFLICTS OF INTEREST</b>	<b>9</b>
<b>ARTICLE 11</b>	<b>FINANCE</b>	<b>10</b>
<b>ARTICLE 12</b>	<b>INDEMNIFICATION</b>	<b>11</b>
<b>ARTICLE 13</b>	<b>REVIEW AND REVISING BYLAWS</b>	<b>11</b>
<b>APPENDIX A</b>	<b>PURPOSE STATEMENT</b>	<b>12</b>
<b>APPENDIX B</b>	<b>ORGANIZATIONAL CHART</b>	<b>13</b>

# **BYLAWS OF ELKS QUARTERBACK CLUB**

## **ARTICLE 1 OFFICES**

**Section 1.1. Registered Office** the Board Of Directors shall have the authority to change the registered office of the Corporation from time to time, and any such change shall be registered by the Secretary with Secretary of State of Minnesota if and as required by law.

**Section 1.2. Office** The Corporation may have such other offices, including its principle business office within the State of Minnesota.

## **ARTICLE 2 CORPORATE SEAL**

**Section 2.1. Corporate Seal** The Corporation shall have no corporate seal.

## **ARTICLE 3 PURPOSE**

**Section 3.1 Purpose** The purpose of this corporation is as set out in the Articles of Incorporation, Corporation Bylaws and Purpose Statement (provided in **Appendix A**). The Elks Quarterback Club plays an important role as an advisory group in the programs, activities, policies, and functions of the Elk River High School Football program and football as a whole in Elk River. The Elks Quarterback Club will actively raise funds to help supplement the activities of the Elk River High School Football program. The purpose of the Elks Quarterback Club is summarized as follows:

## **ARTICLE 4 MEMBERSHIP**

**Section 4.1. Class: Qualifications** The Articles of Incorporation provide that the Corporation has no members as defined by Minnesota Statutes Chapter 317A, as amended, supplemented or replaced.

**Section 4.2. Affiliated Persons** The Board of Directors may, from time to time, establish classes of persons affiliated with the Corporation. Such persons may be referred to as “members” but shall not be considered members of the Corporation within the meaning of Minnesota Statutes Chapter 317A and shall have no vote on any matter before the Corporation. The Board may establish annual “membership” programs & dues payable by persons associated or affiliated with the Corporation and such other rules pertaining to such persons as the Board may from time to time determine.

**Section 4.3. Parliamentary Procedure** Meetings of the Corporation shall be conducted using Robert’s Rules of Order, as most recently revised.

**Section 4.4. Preserving Order** The Corporation is authorized to preserve order at its meetings. While meetings are open to the public, no one who is noisy or unruly has a right to remain in the meeting and will be asked to stop the disturbing action or leave the meeting.

**Section 4.5. Regular Meetings** Regular meetings shall be held as set on an annual calendar set by the Board at the annual meeting, for the purpose of reporting on activities of the Corporation, and for the transaction of such business as may come before the meeting.

**Section 4.6. Annual Meetings** An annual meeting shall be held each calendar year on a date, time, and place set by the Executive Committee 30 days out for the purpose of electing officers, reporting on financial condition and for the transaction of such business as may come before the meeting.

**Section 4.7. Special Meetings** Special meeting of the membership for any purpose or purposes, unless otherwise prescribed by statute, may be called by either Co-President at the Co-Presidents's discretion.

**Section 4.8. Place of Meeting** The Executive Committee shall designate the place of meeting for any annual, regular, or special meeting.

**Section 4.9. Electronic Virtual Meeting** The Executive Committee may designate the place of meeting for any annual, regular, special or emergency meeting to be a virtual meeting via electronic device.

**Section 4.10. Notice** Electronic notice stating the place, day, and hour of the meeting shall be issued at least 7 days before a regular, annual, or 24 hours for a special meeting is to take place.

**Section 4.11. Quorum** Fifty percent (50%) of the total number of Board of Directors of the Corporation, shall constitute a quorum at any regular, annual, or special meeting.

**Section 4.12. Proxies** At all meetings of the Board of Directors, a Board of Director member may vote by proxy, executed in writing, which will be filed with a Co-President or Secretary of the Corporation before or at the time of the meeting. No proxy shall be valid after the conclusion of the meeting for which the proxy was executed.

**Section 4.13. Voting** Each voting Board of Director member shall be entitled to cast one vote, in person or by proxy & votes are equal. All voting results are majority rule.

## **ARTICLE 5**

### **BOARD OF DIRECTORS**

**Section 5.1. Management** The business and charitable affairs of the corporation shall be managed by or under the direction of the Board of Directors.

**Section 5.2. Composition** The members of the Board of Directors include Elk River High School Head Coach, President of Board and Finance, President of the Board and Operations, Vice President, Secretary, Treasurer, Directors.

**Section 5.3. Board of Director Meetings** Board of Director meetings may be called by a President and will be communicated to the Board of Directors via electronic communication at least 7 days prior to said meeting.

**Section 5.4. Board of Director Emergency Meetings** Board of Director Emergency meetings may be called by a President and will be communicated to the Board of Directors via electronic communication at least 24 hours prior to said meeting.

## **ARTICLE 6**

### **OFFICERS**

**Section 6.1. Officers** The Officers of this Corporation shall consist of a Co-President, Co-President, Vice President, Secretary, and Treasurer and Co-Treasurer.

**Section 6.2. Qualifications and Term of Office** The Co-Presidents will be nominated by the Elk River Football Head Coach and will be voted by the Board of Directors at the annual meeting. Each officer will be elected at the annual meeting of the Board. Each officer will be elected for a term of two full calendar years. Elections for Secretary and Co-Treasurer will be held at the annual meeting of odd number years, elections for Vice President and Treasurer will be held at the annual meeting of even number years. Temporary modifications to any officers terms may be allowed by a vote of the Board. These modification and need for such shall be clearly noted in the minutes of election.

**Section 6.3. Executive Committee Composition and Meetings** The members of the Executive Committee are President, Vice President, Secretary, Treasurer, and Co-Treasurer. Executive Committee meetings may be called by the President and will be communicated to the Executive Committee via electronic communication at least 24 hours prior to said meeting.

**Section 6.4. Vacancies** Any vacancies in the term of any Officer resulting from death, resignation, removal, or disqualification may be appointed by The Head Coach, or a Co-President in consultation with the Board of Directors to fill the unexpired term of office.

**Section 6.5. Resignation** An Officer may resign at any time by giving written notice to The Board of Directors. The resignation is effective without acceptance when the notice is given to, unless a later effective date is specified in the notice.

**Section 6.6. Removal** An Officer may be removed from office through a majority vote of the Board of Directors at a duly held meeting. There must be just cause, and notice of the meeting at which such removal is to be considered to state such purpose.

## **ARTICLE 7**

### **OFFICERS ROLES AND RESPONSIBILITIES**

**Section 7.1. Co-Presidents** Each of the Co-Presidents has the responsibility of complete oversight of management, performance, and oversight of the Corporation with an emphasis on certain business arms. The Co-Presidents have the discretion to assign and or remove roles and responsibilities to any Board of Director member.

- President of the Board and Finance
  - Oversee Board of Director Activities
  - Schedule and Facilitate Meetings
  - Work closely with the Elk River High School Head Football Coach, Elk River High School Activities Director and Elk River High School Principal to facilitate the Elk River High School Football programs needs.
  - Charitable Gambling Operations

- Consult with the Treasurer on the Corporation's yearly budget and taxes.
- Oversee the activities of the following Directors – Fundraising, Youth Football, Flag Football, Concessions, and At Large Members
- President of the Board and Operations
  - Oversee Board of Director Activities
  - Schedule and Facilitate Meetings
  - Work closely with the Elk River High School Head Football Coach, Elk River High School Activities Director and Elk River High School Principal to facilitate the Elk River High School Football programs needs.
  - Act as main point of contact for outside organizations.
  - Consult with the Treasurer on the Corporation's yearly budget and taxes.
  - Oversee the activities of the following Directors – Communications, Web, Freshman, Sophomore, Junior, Senior, Sponsorships,
  -

**Section 7.2. Vice President** Responsible for supporting the Co-Presidents on the management, performance, and oversight of the Corporation.

- Provide support for the Co-President's responsibilities.
- Work with the Co-Presidents to help coordinate fundraising activities.
- Facilitate meetings in the Co-President's absence.
- Attend and participate in annual, regular, special, and executive committee meetings.

**Section 7.3. Secretary** Responsible for administration as directed by the Co-Presidents.

- Produce meeting minutes from all annual, regular, and special meetings.
- Provide support for the all Officer's responsibilities.
- Attend and participate in annual, regular and special meetings.

**Section 7.4. Treasurer** Responsible for accounts payable, taxes, and provide electronic financial reports to the Board of Directors.

- Pay expenses, manage & coordinate tax preparation plus file taxes
- Produce financial reports to the Co-Presidents and Board of Directors and at the request of the Executive Committee
- Consult with the Co-Presidents on the Corporations yearly budget and taxes.
- Receivables
- Attend and participate in annual, regular and special meetings.

**Section 7.5. Co-Treasurer** Responsible learning and supporting the Treasurer for accounts payable, taxes, and provide electronic financial reports to the Executive Committee.

- Pay expenses, manage & coordinate tax preparation plus file taxes
- Produce financial reports to the Co-Presidents and Board of Directors and at the request of the Executive Committee.
- Consult with the Co-Presidents on the Corporations yearly budget and taxes.
- Attend and participate in annual, regular and special meetings.

**Section 7.6. Salaries for Board Members** Salaries may be set as deemed by the Board of Directors

## **ARTICLE 8**

### **DIRECTORS AND AT**

### **LARGE MEMBERS**

**Section 8.1. Directors and** and At Large will be nominated by the Board and shall be affirmed by vote of the Board of Directors to hold position for a term to be defined at election.

**Section 8.2. Director of the Web** – Reports to the President of Operations. The Director of Web is responsible for overseeing the QB Club’s website and digital presence to ensure it aligns with the organization's mission, goals, and branding. This role involves website maintenance, updates, security, and usability, as well as collaboration with other board members and staff to optimize online engagement and accessibility. Attendance at board meetings and participation in relevant committees.

**Section 8.3. Director of Fundraising** – Reports to the President of Finance. The Director of Fundraising is responsible for developing and overseeing the QB Club’s fundraising strategies to ensure financial sustainability. This role involves planning and executing fundraising campaigns, building donor relationships, and identifying new funding opportunities. . Attendance at board meetings and participation in relevant committees. Being part of monetary collection for each event is required.

**Section 8.4. Director of Communication** - Reports to the President of Operations. The Director of Communications oversees the QB Club’s messaging, branding, and public relations to ensure clear and consistent communication with stakeholders. This role involves managing social media, newsletters, press outreach, and overall marketing strategies to enhance the organization's visibility and engagement. Attendance at board meetings and participation in relevant committees.

**Section 8.5. Co-Director of Communication** - Reports to the Director of Communications. The Director of Communications oversees the QB Club’s messaging, branding, and public relations to ensure clear and consistent communication with stakeholders. This role involves managing social media, newsletters, press outreach, and overall marketing strategies to enhance the organization's visibility and engagement. Attendance at board meetings and participation in relevant committees.

**Section 8.6. Director of Sponsorships** - Reports to the President of Operations. The Director of Sponsorships is responsible for identifying, securing, and managing sponsorship opportunities to support the QB Club’s programs and events. This role involves building relationships with corporate partners, developing sponsorship packages, and ensuring sponsors receive value and recognition. Attendance at board meetings and participation in relevant committees.

**Section 8.7. Gambling Director (Manager)** – Reports to the President of Finance. The Gambling Manager oversees the QB Club’s charitable gambling activities, ensuring compliance with all legal regulations and maximizing revenue to support the organization’s mission. This role involves managing sites, licenses, financial reporting, and operations related to raffles, bingo, pull-tabs, or other approved gambling activities. This position will

have the potential to be a paid position once more than one site is established. Attendance at board meetings and participation in relevant committees.

**Section 8.8. Director of Freshman Class** – Reports to the President of Operations. The Director of Freshman Class Parents serves as the primary liaison between the booster club and the parents of freshman student-athletes. This role focuses on engaging and informing freshman parents, coordinating class-specific activities, and encouraging participation in booster club events and fundraising and sponsorship efforts. This role will serve as the main point of contact for freshman class parents. Attendance at board meetings and participation in relevant committees.

**Section 8.9. Director of Sophomore Class** – Reports to the President of Operations. The Director of Sophomore Class Parents serves as the primary liaison between the booster club and the parents of sophomore student-athletes. This role focuses on engaging and informing sophomore parents, coordinating class-specific activities, and encouraging participation in booster club events and fundraising and sponsorship efforts. This role will serve as the main point of contact for sophomore class parents. Attendance at board meetings and participation in relevant committees.

**Section 8.10. Director of Junior Class** – Reports to the President of Operations. The Director of Junior Class Parents serves as the primary liaison between the booster club and the parents of Junior student-athletes. This role focuses on engaging and informing Junior parents, coordinating class-specific activities, and encouraging participation in booster club events and fundraising and sponsorship efforts. This role will serve as the main point of contact for Junior class parents. Attendance at board meetings and participation in relevant committees.

**Section 8.11. Director of Senior Class** – Reports to the President of Operations. The Director of Senior Class Parents serves as the primary liaison between the booster club and the parents of Senior student-athletes. This role focuses on engaging and informing Senior parents, coordinating class-specific activities, and encouraging participation in booster club events and fundraising and sponsorship efforts. This role will serve as the main point of contact for Senior class parents. Attendance at board meetings and participation in relevant committees.

**Section 8.12. Director of Elk River Flag Football** – Reports to the President of Finance. The Director of Flag Football will oversee the planning, organization, and execution of flag football programs for the QB Club organization. This role encompasses strategic leadership, program development, volunteer coordination, and ensuring the growth and sustainability of the flag football initiative. The Director will collaborate closely with the board of directors, staff, and community stakeholders to promote the sport, increase participation, and cultivate a positive and inclusive environment for players of all ages. Attendance at board meetings and participation in relevant committees is required.



**Section 8.13. Director of Youth Football Connections** – Reports to the President of Finance. The Director of Youth Football Connection will oversee the planning, organization, and execution of youth football night for the QB Club organization. This role will also require the Director to attend the Youth Board meetings and be a conduit between the organizations so that continuity exists between them. Support between the programs is needed for healthy programs to coexist. Attendance at board meetings and participation in relevant committees is required.

**Section 8.14. Director of Concessions** – Reports to the President of Finance. Attendance at board meetings and participation in relevant committees. The Director of Concessions is responsible for overseeing the planning, operation, and management of concession stand for the QB Club organization. This role ensures that concession services run efficiently, generate revenue to support the organization’s mission, and provide a positive experience for attendees. The Director will coordinate volunteers, manage inventory, and uphold health and safety standards.

**Section 8.15. At Large Members** – Reports to the President of Finance. Attendance at board meetings and participation in relevant committees. At-Large Members of the Board of Directors serve as key contributors to the strategic direction and governance of the QB Club organization. They provide leadership, oversight, and support to ensure the organization fulfills its mission effectively. At-Large Members do not have specific programmatic responsibilities but contribute their skills, expertise, and perspectives to various board initiatives and committees as needed. Attendance at board meetings and participation in relevant committees.

## **ARTICLE 9**

### **PAST PRESIDENTS**

**Section 9.1. Elks Quarterback Club Past Presidents** Elks Quarterback Club Past Presidents are encouraged to stay involved in the Elks Quarterback Club to provide experience and knowledge. This involvement is not mandatory and would be at the pleasure of the current Board of Directors.

## **ARTICLE 10**

### **STANDARD OF CARE AND CONFLICTS OF INTEREST**

**Section 10.1. Standard of Care.** It is the responsibility of each Member of this corporation to discharge his or her duties as a Member in good faith, in a manner the Member reasonably believes to be in the best interests of the Elk River High School Football program, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

**Section 10.2. Conflicts of Interest.** A contract or other transaction between this corporation and:

- (a) one or more of its Directors, or a member of the family of a Director
- (b) a director of a related organization, or a member of the family of a director of a related organization; or
- (c) an organization in or of which one or more of the corporation's Directors or a member of the family of the Director are directors, officers or legal representatives or have a material financial interest,  
is not void or voidable because the Director or Directors or the other individual or organization are parties or because the Director or Directors are present at the meeting of the Board of Directors or a committee of the Board of Directors at which the contract or transaction is authorized, approved or ratified, if:
  - (a) the contract or transaction was, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the contract or transaction was, fair and reasonable as to the corporation at the time it was authorized, approved or ratified; or
  - (b) the material facts as to the contract or transaction and as to the Director's or Directors' 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 Board or committee, but the interested Director or Directors shall not be counted in determining the presence of a quorum and shall not vote.

**For the purpose of this Section:**

- (a) 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
- (b) a "member of the family" of the Director includes the spouse, parents, children and spouses of children, brothers and sisters or spouses of brothers and sisters of the Director, or any combination of them

## **ARTICLE 11**

### **FINANCE**

**Section 11.1. Receipts.** Any dues, contributions, grants, bequests or gifts made to the Corporation shall be accepted or collected only as authorized by the Board of Directors.

**Section 11.2. Deposits.** All funds of the Corporation shall be deposited to the credit of the Corporation under such conditions and in such banks as shall be designated by the Board of Directors of the Corporation.

**Section 11.3. Contracts; Orders for Payment.** All contracts, checks and orders for the payment, receipt or deposit of money, and access to securities of the Corporation shall be as provided by the Board of Directors.

**Section 11.4. Title to Property.** Title to all property shall be held in the name of the Corporation.

**Section 11.5. Annual Budget.** The annual budget of estimated income, income expense and capital expense shall be approved by the Board of Directors.

**Section 11.6. Summary Financial Reporting.** A Summary report of the financial operation of the

corporation shall be made by the Co-President of Finance at least monthly to the Board of Directors. Gambling Manager will report monthly on Gambling Operations to the Board of Directors.

**Section 11.7. Annual Financial Posting.** The Corporation IRS Form 990 will be available upon request after filing.

**Section 11.8 Fiscal Year.** The fiscal year of the corporation shall begin on August 1 and end on July 31.

## **ARTICLE 12**

### **INDEMNIFICATION**

To the full extent permitted by the Minnesota Nonprofit Corporation Act, as amended from time to time, or by other applicable provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever and by whomsoever brought (including any such proceeding, by or in the right of the corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Member, Director or officer of the corporation, or he or she is or was serving at the specific request of the Officers of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation by the affirmative vote of a majority of the Officers of the Corporation present at a duly held meeting for which notice stating such purpose has been given against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this Article shall insure 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 provision of the Bylaws.

## **ARTICLE 13**

### **REVIEW AND REVISION OF BYLAWS**

The Executive Committee shall review these Bylaws annually and shall recommend to the full membership any revisions to the bylaws deemed necessary for adoption. Written notice of the proposed revision(s) shall be sent using electronic means to the full membership for review at least fourteen days prior to voting on said revision(s). Bylaw Appendices may be reviewed and revised without full Bylaw revision needed. Bylaw Appendix revision(s) will also have written notice of the proposed revision(s) shall be sent using electronic means to the full membership for review at least fourteen days prior to voting on said revision(s).

## **APPENDIX A**



### **ELK RIVER ELKS QUARTERBACK CLUB PURPOSE STATEMENT**

"Individual commitment to a group effort - that is what makes a team work, a company work, a society work, a civilization work."  
- Vince Lombardi

The Elk River Elks Quarterback Club ("Quarterback Club") is a 501(c)(3) non-profit organization established to promote Elk River Elks High School Football, both financially and as fans. We also help protect the Elk River tradition of football excellence by implementing programs that we believe will further grow football in Elk River. The Elk River area is a hotbed for quality football & we intend on growing that tradition.

We give special thanks to those who have volunteered their time, energy and money to the Quarterback Club throughout the years. All of you have made a significant difference!! With the continued success of the Elk River Elks High School football teams (9th grade, 10th grade, Junior Varsity (JV) and Varsity), we anticipate that more and more Elk River High School students will want to be a part of Elks football to enrich their high school experience.

Maintaining the Elk River Elks High School football program, providing the desired quality experience for our student-athletes as well remaining successful on the field, requires financial support. Unlike the Elk River Youth Football Association program, participation fees paid by Elk River High School football players do not go directly to fund Elk River High School football operational costs, nor do gate receipts at football games played at Elk River High School. The minimum amounts budgeted to the Elk River High School football program by ISD 728 are insufficient to create the desired positive experience for our athletes or remain competitive.

That is where the Quarterback Club and its supporters come in. The Quarterback Club officers, directors, assistants, members, volunteers, and supporters contribute their time, energy, ideas and money to directly support Elk River Elks High School football. Every dollar raised by the Quarterback Club helps Elk River High School expand upon its heritage of football excellence by directly supporting the operational needs of Elk River Elks High School football. Through our fundraisers and business sponsorship's, the Quarterback Club generates incremental funds beyond the budgeted ISD728 minimums.

Over the past decade, funds raised by the Quarterback Club have been used to hire assistant coaches to increase our player-to-coach ratios, provide player uniforms, and provide player equipment, purchase video equipment and computer software, among many other team related needs. In an era of shrinking state funding for education and cost cutting by local school districts, it is more important than ever to make a commitment to the Quarterback Club so that we can help provide an enriched, high quality football experience for our student-athletes and bring Elk River Elks High School football more District & Section Titles as well as Prep Bowl Championships.

Thank you for your support!

**Elk River Elks Quarterback Club**

ORGANIZATIONAL CHART

