

# The Chaska Chanhasen Football Association (CCFA)

## CCFA Bylaws

### BY-LAWS OF CHASKA CHANHASSEN FOOTBALL ASSOCIATION

#### ARTICLE I

##### NAME AND LOCATION

**Section 1.01. Name.** The name of the corporation shall be Chaska Chanhasen Football Association.

**Section 1.02. Principal Office.** Its principal mailing office shall be located at P.O. Box 182, Chaska, Minnesota, 55318.

**Section 1.03. Other Offices.** Other offices for the transaction of business shall be located at such places as the Board of Directors may from time to time determine.

#### ARTICLE II

##### MEMBERSHIP

**Section 2.01. Qualifications.** The members of this corporation will consist of two classes: (a) General members, and (b) Associate members. General members shall consist of those residents of the communities within the boundaries school District 112 and who are eighteen (18) years of age and older and who subscribe to this Association's philosophy, as expressed in the Articles and by-laws. General members need not have a child involved in the Association's athletic activities, it being sufficient that a general member have personal involvement in the same. Associate members shall consist of those residents of the State of Minnesota or such special interest groups, including business entities, who shall have made application for membership on the Board. The Board of Directors shall condition associate membership upon approval. General and associate members shall pay such dues as the Board of Directors may prescribe from time to time. In the event the members of this corporation wish to add additional members or otherwise alter or change the requirements for membership in this corporation they may do so at a special meeting called for that purpose, or at any annual meeting of the members, by a majority vote of those members present. Any member may be expelled or removed from this corporation at an annual or special meeting of the members, upon a two-thirds (2/3) vote of the board.

**Section 2.02. Annual Meeting.** The annual meeting of the membership of this corporation shall be held in January of each year. At this meeting directors shall be elected for the coming year and members shall be added or approved pursuant to the provisions of these by-laws. Members shall also consider such other business as may properly come before the meeting, including a review of the past year's activities.

**Section 2.03. Special Meetings.** Special meetings of the membership may be called by two-thirds (51%) vote of the Board of Directors or by two-thirds (2/3) vote of the then existing membership. Such meetings shall be held at such time and place as may be designated in the notice of meetings, which shall be given at least one (1) week prior to the meeting.

**Section 2.04. Notice of Meeting.** Notice of the annual meeting of the membership shall be given by the secretary of the corporation, in writing, at least thirty (30) days prior thereto. Notice of any meeting of the membership may be waived before, at, or after such meeting, in writing, signed by each member. A member by attendance and participation in the action taken at any meeting of the membership shall be deemed to have waived notice of such meeting. The form of notice shall be by personal writing to each member or by publication on the CCFA website and the newspapers of general circulation in school district 112 area.

**Section 2.05. Quorum: Required Vote.** Except as otherwise provided in these by-laws, a quorum for the transaction of business at any meeting of the membership shall consist of no less than fifty one percent (51%) of the board. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the membership.

**Section 2.06. Voting.** General members of the corporation shall have the right to vote at the annual meeting of the members. Associate members of the corporation shall have the right to vote on any matter unless prior thereto the general members of the corporation shall deny the associate members the right to vote.

## **ARTICLE III**

### **DIRECTORS**

**Section 3.01. Membership and General Powers.** The Board of Directors shall manage the business of the corporation. The board membership shall consist of a maximum of fourteen (14) persons but there is no requirement that fourteen (14) positions on the Board be filled at any one time.

**Section 3.02. Annual Meeting.** As soon as practicable after the annual membership meeting the Board of Directors shall meet at such place within the State of Minnesota as may be designated by the Board of Directors, for the purpose of electing the officers of the corporation and for the transaction of such other business as shall come before the meeting.

**Section 3.03. Regular meetings.** Regular meetings of the Board of Directors shall be held from time to time at such time and place within the State of Minnesota as may be fixed by resolution adopted by a majority of the whole Board of Directors. Provided, however, that the Board of Directors shall meet not less often than semi-annually at times and places fixed by resolution of the Board.

**Section 3.04. Special Meetings.** Special meetings of the Board of Directors may be called by the president, or by any three (3) of the directors, and shall be from time to time at such time and place as may be designated in the notice of such meeting.

**Section 3.05. Notice of Meetings.** Notice shall be given of each annual, regular and special meeting of the Board of Directors. Notice of each annual or regular meeting of the Board of Directors shall be given by the secretary in writing at least three (3) days prior thereto to each director. Notice of special meetings shall be given to each director at least twenty-four (24) hours in advance by the president or secretary by mail, telephone, telegram, email, text message or in person.

**Section 3.06. Waiver of Notice.** Notice of any meeting of the Board of Directors may be waived before, at, or after such meeting, in writing, signed by each director. A director, by their attendance and participation in the action taken at any meeting of the Board of Directors, shall be deemed to have waived notice of such meeting.

**Section 3.07. Quorum: Required Vote: Manner of Voting.** Except as otherwise provided in the by-laws, a quorum for the transaction of business at any meeting of the directors shall consist of fifty one percent (51%) of the entire membership of the Board, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board. The directors shall vote on all matters presented to the Board as individuals without regard to the manner in which they have been designated or elected as directors. On any matter for which a specified vote is required by these by-laws, a quorum shall consist of the number of directors necessary to take the particular action. The affirmative vote of a quorum of the entire membership of the board shall be required for the election of officers, the approval of the annual budget, the designation of the principal members of the staff, if any, and the filling of vacancies on the Board of Directors.

**Section 3.08. Method of Selection.** Directors shall be elected by a quorum vote of the general members at the annual meeting of the membership. Thirty (30) days prior to the annual meeting of the general members, the president shall make known, by publication and/or mail, that the Board of Directors is receiving nominations for directors, and that those having an interest in so serving should submit their name. At the annual meeting of general members, the board shall consider and propose as nominees, all candidates. Board members elected at the annual meeting shall take office immediately upon expiration of the terms of their predecessors in office.

**Section 3.09. Removal.** Any board member who is absent from Three (3) regular board meetings in a row without contact can be removed from the CCFA board. Any occupied seat on the Board of Directors may be declared vacant by a two-thirds (2/3) vote at any annual, regular or special meeting of the board, provided that all members of the board shall have received seven (7) days notice of such proposal to declare a seat vacant. Declaration of such a vacancy shall constitute a removal of the director holding such seat.

**Section 3.10. Executive Committee.** The Board of Directors, by a majority vote of the quorum membership of the board, may establish an executive committee consisting of three (3) or more directors. Such committee may meet at stated times or on notice to all members. During the intervals between meetings of the Board of Directors, such committee shall advise and aid the officers of the corporation in all matters concerning the business and affairs of the corporation and generally perform such duties and exercise such powers as may be directed or delegated by the Board of Directors from time to time. The Board of Directors may, by a majority vote of the entire membership of the Board, delegate to such committee authority to exercise all the powers of the Board of Directors, except those actions requiring the vote of at least two-thirds (2/3) of the entire membership of the board, while the Board of Directors is not in session. Vacancies in the membership of the committee shall be filled by the Board of Directors at a regular meeting or at a special meeting called for that purpose. A quorum for transaction of business shall consist of a majority of the executive committee.

**Section 3.11. Other Committees.** The Board of Directors establishes other committees from time to time making such regulations as it deems advisable with respect to the membership, authority and procedures of such committees. These committees need not be composed of members of the Board or the corporation, and shall endure only for the length of time specified in the resolutions creating them, or until a specific function of those resolutions direct those to perform are completed. Unless otherwise provided in the resolutions designating a committee, a majority of the whole committee shall constitute a quorum, and the majority vote of the members of the committee present at a meeting shall be sufficient to take any action. All committees shall render reports on their activities to the full Board of Directors. In the event the Board of Directors

authorized and appoints an advisory committee to the Board; it shall be subject to the provisions of this Section.

**Section 3.12. Written Action.** Any action which might be taken at a meeting of the Board of Directors, or any duly constituted committee thereof, may be taken without a meeting if done in writing and approved by all the director or committee members. The action must be recorded in the next monthly board meeting minutes.

## **ARTICLE IV**

### **OFFICERS**

**Section 4.01. Titles, Qualifications.** The officers of the corporation shall be a president, a vice-president, a secretary, a treasurer, and such other officers and agents as may from time to time be elected by the Board of Directors. The president, vice-president, secretary and treasurer shall be elected from the Board of Directors. No person shall hold two (2) offices at the same time.

**Section 4.02. Election, Term of Office, and Qualifications.** At each annual meeting of the Board of Directors, the board shall elect, for a term of one (1) year, all officers of the corporation. The officers shall hold office for said one (1) year term or until their successors are duly elected and qualified. The Board of Directors shall fix the compensation, if any, of the various officers.

**Section 4.03. Removal and Vacancies.** Any officer may be removed from their office by the vote of two-thirds (2/3) of the entire membership of the Board of Directors, with or without cause, and no officers shall be granted any contractual right to office. If there is a vacancy among the officers of the corporation by reason of death, resignation or otherwise, such vacancy shall be filled for the unexpired term by the Board of Directors.

**Section 4.04. President.** The president shall be the chief executive officer of the corporation with the primary responsibility for the governmental and community relations, for community services, and for program expansion. They shall reside at all meetings of the membership and see to it that all orders and resolutions of the Board of Directors are carried into effect. They shall be a member ex-officio of all committees. They shall have all powers necessary to execute legal documents, to make deposits in or withdrawals from corporate accounts, to hire or fire employees and, in general, shall perform all duties usually incident to the office of president or necessary to the discharge of the duties of his office. They shall have such other duties as may from time to time be prescribed by the Board of Directors.

Guidelines to become President of CCFA: Has held a CCFA Executive office for one (1) year (VP, Secretary or Treasurer).

**Section 4.05. Vice President.** The vice-president shall perform duties of president in the event of their absence or inability to act. In addition they shall have such powers as may be assigned to him by the president or by the Board of Directors from time to time.

Guidelines to be the Vice President of CCFA: Has been a general board member for one (1) year.

**Section 4.06. Secretary.** The secretary shall be secretary of the meetings of the members and the Board of Directors and shall record all proceedings of such meeting in the minute book of the corporation. The secretary shall be responsible for over-seeing the administrative records maintained by the Board of Directors and by all committees, officers and employees of the corporation, and shall see to it that all minutes of the meetings are kept. The secretary shall give proper notice of meetings of members and directors unless the president shall have delegated

this duty to another person. The secretary shall perform such other duties as may from time to time be prescribed by the Board of Directors or the president.

### **Secretary's Additional Duties**

Agenda shall be established to include all items suggested by board members of all meetings and distributed by the secretary at least seven (7) days before each meeting. The minutes of the meeting shall be written up and distributed to all board members by the secretary, within fourteen (14) days after the meeting. The secretary shall regularly inspect the mailbox designated to CCFA at the Post Office and distribute it accordingly.

Guidelines to be the Secretary of CCFA: Has been a general board member for one (1) year

**Section 4.07. Treasurer.** The treasurer shall cause to be kept accurate accounts of all monies of the corporation, received or disbursed, and shall render to the president and the directors, whenever required, an account of the financial condition of the corporation and shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the president. They shall be responsible for supervising the receipt, deposit and disbursement of the funds of the corporation in accordance with the policies established by the Board of Directors.

Guidelines to be the Treasurer of CCFA: Has been a general board member for one (1) year

**Section 4.08. Other Officers.** From time to time the Board of Directors may elect other officers to perform the duties that become necessary to the management of the corporation and accordingly fix their tenure and compensation, if any.

## **ARTICLE V**

### **SEAL, BOOKS AND RECORDS, AUDIT, FISCAL YEAR**

**Section 5.01. No Seal.** The corporation shall have no seal.

**Section 5.02. Books and Records.** The Board of Directors of the corporation shall cause to be kept:

- (1) Correct and complete books of account: and
- (2) Minutes of proceedings of meeting of members, the Board of Directors, and committees having any of the authority of the Board of Directors.

**Section 5.03. Audit.** The Board of Directors shall cause the records and books of account of the corporation to be audited at such times as it may deem necessary or appropriate.

**Section 5.04. Examination by Members and Directors.** Every member or director of the corporation shall have a right to examine, in person or by agent or attorney, at any reasonable time or times, for any proper purpose, and at the place or places where usually kept, all books and records of the corporation and to make extracts there from.

**Section 5.05. Information to Members and Directors.** Upon request by a member or director of the corporation, the corporation shall furnish to him a statement showing the financial results of all operations and transactions affecting income and surplus during the corporation's last annual accounting period and a balance sheet containing a summary of its assets and liabilities as of the closing date of such accounting period.

## ARTICLE VI

### PARLIAMENTARY PROCEDURE

**Section 6.01.** Roberts Rules of Order Revised shall govern the meetings of the membership of the corporation as well as the meetings of the Board of Directors and the standing committees.

## ARTICLE VII

### AMENDMENTS

**Section 7.01.** These by-laws may be amended, altered, or repealed and new by-laws may be adopted by the vote of two-thirds (2/3) of the entire Board of Directors or upon the vote of two-thirds (2/3) of the attending members, provided that a written notice of seven (7) days such proposed amendment shall have been given in the notice of the meeting.

**Section 7.02.** The articles of incorporation may be amended, altered, repealed, or substituted for and new articles adopted as provided by law.

## ARTICLE VIII

**Section 8.01. Fiscal year.** The fiscal year of this corporation shall end on December 31.

**Section 8.02. Corporate Books.** All proper and necessary books of account and other books requisite to a full and complete record of the business transactions of the corporation shall be kept in such manner as is usual in like corporations or as shall be directed by the Board of Directors.

**Section 8.03. Checks, Drafts, Etc.** All checks, drafts or other order for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by the officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 8.04. Deposits.** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 8.05. Singular.** In the event the corporation shall have one (1) shareholder or one (1) director, these by-laws shall be read in the singular.

Adopted this \_\_\_\_\_ day of \_\_\_\_\_, 2010

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Chief Executive Officer

# The Chaska Chanhassen Football Association (CCFA)

## Amendments to: Articles of Incorporation By-Laws

The following amendments to our original Articles of Incorporation, and By-Laws, dated the 13th day of May, 1998, are hereby accepted by the Board of Directors of the Chaska Area Football Association, (CAFA), this 2nd day of June, 1999.

1. Said Chaska Area Football Association, (CAFA), is organized exclusively for charitable, athletic and educational purposes, 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, or corresponding section of any future tax code.

2. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article one hereof. No substantial part of the activities of the organization shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 ( c ) ( 3 ) of the Internal Revenue Code, or corresponding section of any future federal tax code, or, (b) by an organization, contributions to which are deductible under section 170 ( c ) ( 2 ) of the Internal Revenue code, or corresponding section of any future federal tax code.

3. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 ( c ) ( 3 ) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In witness whereof, we have hereunto subscribed our names this 2nd day of June, 1999.

Name and Title

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