

BYLAWS OF
ZIMMERMAN YOUTH FOOTBALL
ASSOCIATION

This instrument constitutes the Bylaws of ZIMMERMAN YOUTH FOOTBALL Association, adopted for the purpose of regulating and managing the internal affairs of the corporation.

ARTICLE I
CORPORATE SEAL

Section 1. This corporation shall not have a seal.

ARTICLE II
MEMBERS

Section 2.1. This corporation shall have no Shareholders.

Section 2.2. Any action or approval of the shareholders of a corporation which would otherwise be required by the terms of any agreement to which this corporation is a party, or by which this corporation is bound, or by the provisions of any law, rule or regulation to which this corporation is subject, requires only action or approval of the Officers.

ARTICLE III
BOARD OF DIRECTORS

Section 3.1. Each person appointed by the officers to manage specific areas of the corporation's business shall be a member of the Board of Directors. The business and charitable affairs of the corporation shall be managed by or under the direction of Officers elected by the affirmative vote of a majority of the directors present at a duly held meeting. The term of each officer shall be for a two (2) year period commencing in January.

ARTICLE IV
OFFICERS

Section 4.1. The officers of the corporation shall be a President, a Vice-President, a Secretary, a Treasurer, and such other officers as the Board of Directors may, from time to time, appoint.

Section 4.2. The duties of the officers of this corporation shall be:

- (a) President – The President shall preside at all meetings of the Board of Directors and shall oversee the long-term goals and purposes of the corporation. The President shall be the chief executive officer of the corporation and shall also be responsible for the day to day operations of the corporation. In addition, he or she shall perform such other duties as may be determined from time to time by the Board of Directors.
- (b) Vice-President– The Vice-President shall perform such duties as may be determined from time to time by the Board of Directors. The Vice-President so designated shall be vested with all powers of and perform all the duties of the President in the President’s absence or inability to act, but only so long as such absence or inability continues. The Vice-President shall automatically succeed to the Presidency after the expiration of his two-year term.
- (c) Secretary/Treasurer – The Secretary/Treasurer shall attend all meetings of the Board of Directors and any committee thereof, and keep the minutes of such meetings, give notices, prepare any necessary certified copies of corporate records. The Secretary/Treasurer shall have charge of the corporate treasury, receiving and keeping the monies of the corporation, and disbursing corporate funds as authorized. The Secretary/Treasurer shall perform such other duties as may be determined from time to time by the Board of Directors. The Secretary/Treasurer shall automatically succeed to the Vice-Presidency after the expiration of his two-year term. The position of Secretary/Treasurer shall be filled from the Board of Directors upon the expiration of the two-year term of the existing Secretary/Treasurer.

Section 4.3. The officers and directors of the corporation shall take no salary as service is voluntary.

Section 4.4. An officer or director may resign at any time by giving written notice to the corporation. The resignation is effective without acceptance when the notice is given to the corporation, unless a later effective date is named in the notice.

Section 4.5. Any officer may be removed, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given.

Section 4.6. A vacancy in an office because of death, resignation or removal may be filled by the Board of Directors.

ARTICLE V
STANDARD OF CARE AND DEALING WITH OTHER
CORPORATIONS AND ORGANIZATIONS

Section 5.1. It is the responsibility of each officer and director of this corporation to discharge his or her duties as a director in good faith, in a manner the person reasonably believes to be in the best interests of this corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 5.2. A contract or other transaction between this corporation and one or more of its directors, or between this corporation and an organization in or of which one or more of this corporation's directors 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 organizations are parties or because the director or directors are present at the meeting of the Board of Directors or a committee 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 director has a material financial interest in each organization in which the director, or the spouse, parents, children and spouses of children, brothers and sisters and spouses of brothers and sisters of the directors, or any combination of them have a material financial interest.

ARTICLE VI

FINANCE

Section 6.1. 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 6.2. 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.

Section 6.3. 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 6.4. The annual budget of estimated income, income expense and capital expense shall be approved by the Board of Directors.

Section 6.5. Title to all property shall be held in the name of the corporation.

Section 6.6. A summary report of the financial operation of the corporation shall be made by the Treasurer at least annually to the Board of Directors.

ARTICLE VII

INDEMNIFICATION

To the full extent permitted by the Minnesota Nonprofit Corporation Act, as amended from time to time, or by other 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, suite 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 Board of Directors 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 directors present at a duly held meeting of the Board of Directors 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 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 provision of the Bylaws.

ARTICLE VIII
AMENDMENT OF BYLAWS

The Board of Directors may from time to time adopt, amend or repeal all or any of the Bylaws of this corporation; except that after the adoption of the initial bylaws, the Board of Directors shall not adopt, amend or repeal a Bylaw fixing a quorum for meetings of Members, prescribing procedures for removing directors or filling vacancies in the Board of Directors, or fixing the number of directors or their classifications, qualifications, or terms of office, but the Board of Directors may adopt or amend a Bylaw to increase the number of directors.

MIKE HALLERON, Secretary