



The Mahtomedi 1st Down! Foundation, a corporation duly organized under Minnesota statutes, Chapter 317A and laws amendatory thereof and supplementary thereto.

ARTICLE I: NAME

The name of this organization shall be the Mahtomedi 1st Down! Foundation.

ARTICLE II: MISSION

Section II.1. The mission(s) for which this organization is formed are:

a. The Mahtomedi 1st Down! Foundation shall broaden the involvement and enjoyment of:

- Student Athletes
- Students' Families
- The Community

through the enthusiastic support of the Mahtomedi Zephyr High School Football team.

b. The Mahtomedi 1st Down! Foundation will achieve its mission through the active participation of parents and supporters while working closely with the football coaches and staff to:

- Raise funds to assist the Zephyr High School Football programs and to supplement the experience for the players and community
- Foster and promote goodwill and fraternal spirit by building the Mahtomedi Zephyr football brand.
- Support, promote and maintain high standards of integrity and good sportsmanship.
- Assist in holding down player expenses by building a culture of philanthropy and volunteerism.

Section II.2 No substantial part of the activities of this organization shall be for the purpose of carrying on propaganda or otherwise attempting to influence legislation. None of the activities of this organization shall consist of participating in or intervening in any political campaign on behalf of any candidate for public office.

Section II.3 No part of the net earnings of this organization shall inure to the benefit of any individual. The property of this organization is irrevocably dedicated to charitable purposes, and upon liquidation or abandonment of the owner, after providing for the debts and obligations thereof, the remaining assets will not inure to the benefit of any private person but will be distributed to a nonprofit fund, foundation or organization which is organized and operated for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III: VOTING MEMBERS

Section III.1 In addition to the officers, there shall be 5 voting members of the Foundation.

Section III.2 The voting members of the Foundation shall each have one vote.

Section III.3 The voting members shall consist of the following:

- Senior Class Representative
- Junior Class Representative
- Sophomore Class Representative
- Freshman Class Representative
- Captain's Parents (One parent of the current season's captains will vote for any and all captain's parents)

Section III.4 Terms: All terms of the voting members will be for one year. The voting members will be appointed at the first Foundation meeting of the season and will last until the first meeting of the next season.

Section III.5 All voting members shall be volunteers and shall not be paid personnel of the organization.

Section III.6 A voting member representing an organization receiving financial support or under consideration for a grant from this organization shall abstain from votes taken regarding such financial support or grant consideration.

Section III.7 Unexcused Absences. Any member who has two consecutive unexcused absences from regular meetings may be deemed to have resigned their position on the Foundation. If after a review meeting with the Officers, a third missed meeting occurs, the Foundation may appoint a new person to the position. Resignation under this Section shall not preclude the individual from re-applying for a position on the Board.

Section III.8 Voting Member Resignation or Removal. Any voting member may resign at any time by giving written notice to the President or the Secretary. The resignation shall be effective upon acceptance when the notice is received by the President or the Secretary, unless a later effective date is specified in the notice. Any voting member may at any time be removed by the Officers with or without cause.

ARTICLE IV: OFFICERS

Section IV.1 The elected officers of the Foundation shall consist of President, Vice President, Secretary, and Treasurer.

Section IV.2 President. The President, or in his/her absence, the Vice President, or other designated Officer, shall preside at all meetings. He/she shall have general supervision and direction of the affairs of the Foundation. He/she shall execute, on behalf of the Foundation, all contracts, deeds, conveyances, and other instruments in writing which may be required or authorized by the Foundation in the proper and necessary transaction of the business of the Foundation. The President shall be an ex officio member of each subcommittee. The President will be a signer on the checking account.

Section IV.3 Vice President. The Vice President shall perform the duties of the President in the

case of the latter's absence or disability. The execution by the Vice President, on behalf of the Foundation of any instrument, shall have the same force and effect as if it were executed on behalf of the Foundation by the President. The position of Vice President shall serve as the President-Elect and upon election by the Foundation shall become the President at the conclusion of his/her term. The Vice President will be a signer on the checking account.

Section IV.4 Secretary. The Secretary or designee shall act as clerk of each meeting, recording all votes and the minutes of all proceedings. He/she will keep an active log of each members contact information. The Secretary will also send out all communication on behalf of the officers. The Secretary will be a signer on the checking account.

Section IV.5 Treasurer. The Treasurer shall attend all meetings of the Foundation and shall maintain the financial records of the Mahtomedi 1st Down! Foundation and shall report on the financial status of the organization at meetings of the Board. All financial reconciliations should be sent out to the Foundation at least 48 hours prior to a meeting. The Treasurer will print checks and will only sign the checks in emergency situations.

Section IV.6 Officer Terms. Officers shall be elected to a two-year term but reconfirmed annually by the Foundation. All terms will begin on July 1st and end on June 30th, respectively. Officers may serve up to two consecutive terms. In the event a position cannot be filled or upon the discretion of the President, Officers may, upon appointment by the President and confirmation by the voting members, serve one additional year.

Section IV.7 Officer Resignation or Removal. Any officer may resign at any time by giving written notice to the President of the Foundation or the Secretary. The resignation shall be effective upon acceptance when the notice is received by the President of the Foundation or the Secretary, unless a later effective date is specified in the notice. Any officer may at any time be removed by the other officers with or without cause.

ARTICLE V: MEETINGS AND NOTICES

Section V.1 A meeting of the Foundation may be held upon five (5) days' notice.

- a. Meetings of the Foundation shall be held on a regular basis, a minimum of four (4) times per year at such times and locations as may be determined by a majority of the members of the Foundation. A schedule, or any amended schedule, of the regular meetings shall be provided to the Foundation.
- b. Special meetings of the Foundation shall be held when called (i) by the President, or (ii) by the Secretary within ten (10) days following the written request of any two (2) Foundation members. Notice of any special meeting shall be given to each Foundation member not less than three (3) days in advance thereof. Notice to a member shall be deemed to be given when personally delivered, orally or in writing, by a representative of the Foundation Officers, or when transmitted electronically via e-mail or text message.
- c. If all the Officers and voting members are present, a meeting of the Foundation may be convened, and no notice shall be required. Any business may be transacted at such meeting.
- d. Meetings may be held among the Officers and voting members by means of remote communication through which all the Officers and voting members may participate in the

meeting, if notice is given as required by this Article.

Section V.2 Quorum and Voting. A majority of the voting members of the Foundation shall constitute a quorum for the transaction of business at any meeting thereof. A quorum, once established, shall continue to exist, regardless of the subsequent departure of any members. Each member shall have one vote. The vote of a majority of the voting members' present at any meeting at which a quorum is present shall be sufficient to adopt any action. Proxies may be permitted, when written notification of the action being adopted is provided in writing at the time the notification of the meeting is sent to all voting members of the Foundation, and upon written or electronic request by a voting member who may not be in attendance to cast a vote. The proxy vote may only be allowed at the discretion of the President and upon written or electronic notification to the voting member.

Section V.3 Action Taken Without a Meeting. The Officers shall have the right to take any action in the absence of a meeting which it could take at a meeting when authorized in a writing signed by all of the officers.

ARTICLE VI: VACANCIES

All vacancies on the Foundation shall be filled by appointment by the remaining voting members of the Foundation recommended by the Officers.

ARTICLE VII: COMMITTEES

Section VII.1 Executive Committee. The President, Vice President, Secretary, and Treasurer shall serve as members of the Executive Committee for the length of their term(s).

Section VIII.2 The Foundation shall have the authority to appoint various committees, working groups or task forces to serve and advise the Foundation on matters pertaining to the operations of the organization and achievement of its goals.

Section VIII.3 Members of the Foundation can request to serve on at least one subcommittee and may serve on any subcommittee or otherwise serve as ad hoc member of any committee.

Section VIII.4 Standing Sub Committees. Standing sub committees shall include but not limited to: Social Media/Website, Media Guide/Senior Night Program, Streaming, Community Membership, Large Donor Fundraising, Player Pride.

ARTICLE IX: NONDISCRIMINATION

The Foundation does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations.

We are committed to providing an inclusive and welcoming environment for all members of our Foundation, and for volunteers, vendors, and community partners.

ARTICLE X: AMENDMENTS

The Bylaws of the Mahtomedi 1st Down! Foundation may be amended by a two-thirds (2/3) vote of all of the Foundation voting members at any regular meeting of the Foundation or at any special meeting, provided that notice of such regular or special meeting shall state the proposed amendment and the fact that it is to be voted upon at the meeting.

ARTICLE XI: DISSOLUTION CLAUSE

Upon the dissolution of this 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. Naming a specific organization or organizations to receive your assets upon dissolution will be acceptable only if your articles state that the specific organization(s) must be exempt under section 501(c)(3) at the time your dissolution takes place and your organizing document provides for distribution for one or more exempt purposes within the meaning of section 501(c)(3) if the specific organization(s) are not exempt.

DocuSigned by:
Cory Lynch
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Cory Lynch
President

DocuSigned by:
Tamara Buttke
B48A225CDC2743E

Tamara Lehmann-Buttke
Secretary

Date Approved by the Foundation: 12/13/2021