

**BYLAWS
OF
CHASKA LACROSSE BOOSTER CLUB**

This instrument constitutes the Bylaws for Chaska Lacrosse Booster Club, a Minnesota nonprofit corporation, adopted for the purpose of regulating and managing the internal affairs of the corporation.

ARTICLE 1.

CORPORATE SEAL

The corporation shall not have a seal.

ARTICLE 2.

MEMBERS

2.1) This corporation shall have no members within the meaning of the Minnesota Nonprofit Corporations Act. Any action or approval of the members or 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 Board.

ARTICLE 3.

BOARD OF DIRECTORS

3.1) Management. The business and charitable affairs of the corporation shall be managed by or under the direction of a Board of Directors. The Board of Directors shall have primary responsibility for overseeing the activities of this corporation; engaging in long-range planning for this corporation; ensuring the mission of this corporation; and approving the annual budget for this corporation.

3.2) Number and Manner of Election. The Board of Directors shall consist of an odd number of individuals elected by the directors, with no fewer than three (3) individuals.

3.3) Terms of Directors. Directors shall serve for a term of one (1) year each and shall hold such office until expiration of the term for which the director was elected or appointed and until a successor is elected and qualified, or until the earlier death, resignation, removal, or disqualification of the director.

3.4) Quorum. At all meetings of the Board of Directors a majority of the directors then in office shall be necessary and sufficient to constitute a quorum for the

transaction of business. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly called 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.

3.5) Number Required for Action by Directors. Except where otherwise required by law, the Articles of Incorporation or these Bylaws, the affirmative vote of a majority of the directors present at a duly held meeting shall be sufficient for any action.

3.6) Written Action. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed, or consented to by authenticated electronic communication as permitted by the Minnesota Nonprofit Corporation Act, by the number of directors required to take the same action at a meeting of the Board of Directors at which all directors were present. The written action is effective when signed, or consented to by authenticated electronic communication, by the required number of directors, unless a different effective date is provided in the written action. When written action is taken by less than all of the directors, all directors shall be notified immediately of its text and effective date, except that failure to provide such notice does not invalidate the written action. As used in these Bylaws, the term “authenticated electronic communication” means any form of communication, not directly involving the physical transmission of paper, that

- (a) creates a record that may be retained, retrieved and reviewed by the recipient of the communication,
- (b) may be directly reproduced in paper form by the recipient through an automated process;
- (c) is delivered to the corporation’s principal place of business or to an officer or agent of the corporation authorized by the corporation to receive the communication, and
- (d) sets forth information from which the corporation can reasonably conclude that the communication was sent by the purported sender.

3.7) Regular Meetings/Annual Meeting. The Board of Directors shall have regular meetings at such places and times as it shall establish by resolution. The last regular meeting each year will be deemed to be the annual meeting of the Board of Directors.

3.8) Special Meetings. Special meetings of the Board of Directors may be called at any time upon request of the President, or any two (2) directors, provided that any such request shall specify the purpose or purposes for the meeting. The President shall set the date for the special meeting within three (3) working days of making or receiving such a request and shall give not less than five (5) nor more than thirty (30) days written notice of the time, place and purpose of such special meeting.

3.9) Resignation of Directors. A director may resign at any time by giving written notice to the President or Secretary of the corporation. The resignation is effective without acceptance when the notice is given to the corporation, unless a later effective time is specified in the notice.

3.10) Removal of Directors. A director may be removed from office, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting; provided that not less than five (5) days and not more than thirty (30) days notice of such meeting stating that removal of such director is to be on the agenda for such meeting shall be given to each director.

3.11) Vacancies. In the event of the death, removal or resignation of a director, a successor to fill the unexpired term shall be elected by the affirmative vote of a majority of the directors present at a duly held meeting.

3.12) Proxies. Neither a director nor a committee member shall appoint a proxy for himself or herself, nor shall he or she vote by proxy.

3.13) Committees. The Board of Directors may establish one or more committees having the authority of the Board in the management of the business of the corporation to the extent determined by the Board. The President and the members of all committees shall be appointed by the President. Members of a committee need not be directors and shall hold such office for a term of one (1) year from their appointment or until their successors are appointed, whichever occurs first. Meetings of a committee may be called, from time to time, upon request of the President, the chair of the committee or any two (2) committee members. Notice requirements shall be the same as for special meetings of the Board of Directors, except that notice may be given orally or in writing.

3.14) Place of Meetings. The Board of Directors and any committee thereof may hold their meetings at such places, whether in this state or in any other state, as a majority of the directors then in office may from time to time appoint. Upon failure to appoint any other place, such meetings shall be held at the principal offices of the corporation.

3.15) Electronic Meetings. Any meeting among directors may be conducted solely by one or more means of remote communication through which all of the directors may participate in the meeting, if the same notice is given of the meeting as required by these Bylaws, and if the number of directors participating in the meeting is sufficient to constitute a quorum at a meeting. A director may participate in a Board or committee meeting by means of conference telephone or, if authorized by the Board of Directors, by such other means of remote communication, in each case through which that director, other directors so participating, and all directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting by any of the above-mentioned means constitutes presence at the meeting. As used in these Bylaws, "remote communication" means communication via electronic communication, conference telephone, video conference, the Internet, or such other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis.

3.16) Notice of Meetings. Notice of any meeting of the Board of Directors shall be given at least five (5) days prior to the date of the meeting by written notice mailed to each director at his or her designated address, or by notice delivered personally or by facsimile. Notice may also be given by a form of electronic communication consented to by the director to whom the notice is given. Consent by a director to notice given by electronic communication may be given in writing or by authenticated electronic communication. The corporation is entitled to rely on any consent so given until revoked by the director, provided that no revocation affects the validity of any notice given before receipt by the corporation of revocation of the consent. Electronic notice is deemed given:

- (a) If by electronic mail, when directed to an electronic mail address at which the Director has consented to receive notice;
- (b) If by a posting on an electronic network on which the director has consented to receive notice, together with separate notice to the director of the specific posting, upon the later of: (i) the posting; and (ii) the giving of the separate notice; and
- (c) If by any other form of electronic communication by which the director has consented to receive notice, when directed to the person.

If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. The notice need not state the purpose of the meeting.

3.17) Waiver of Notice. Any director may execute a written waiver of notice of any meeting required to be given by statute or by any provision of these Bylaws before, at or after that meeting, and such waiver when signed and filed as hereinafter provided shall be equivalent to notice. Such waiver shall be filed with the Secretary, who shall enter it upon the minutes or other records of that meeting. Appearance at a meeting by a director shall be deemed a waiver of notice thereof, unless the appearance is solely for the purpose of asserting the illegality of the meeting.

3.18) Payment of Directors. Directors shall not be compensated for their duties as directors, except that a director may receive a salary for his or her services as an employee, and directors may be reimbursed for expenses incurred on behalf of the corporation.

ARTICLE 4.

OFFICERS

4.1) Officers. 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.

4.2) Duties of Officers. 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, shall be responsible for the day-to-day operations of the corporation, and shall have all of the powers and duties normally belonging to the President, Chief Executive Officer, or Executive Director of a Minnesota nonprofit corporation. He or she shall also 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 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.

(c) Secretary. The Secretary or his or her designee 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, and perform such other duties as may be determined from time to time by the Board of Directors.

(d) Treasurer. The Treasurer shall have charge of the corporate treasury, receiving and keeping the monies of the corporation, disbursing corporate funds as authorized, and shall have all of the powers and duties normally belonging to the Treasurer of a Minnesota nonprofit corporation. The Treasurer shall perform such other duties as may be determined from time to time by the Board of Directors.

4.3) Salaries of Officers. The salaries of all officers of the corporation shall be fixed by the Board of Directors. However, no such salary need be fixed if such service is voluntary.

4.4) Officers as Members of Board of Directors. The President and Vice-President shall be members of the Board of Directors. All other officers may but need not be members of the Board of Directors.

4.5) Resignation of Officers. An officer may resign at any time by giving written notice of the resignation to the Secretary of the corporation. The resignation is effective without acceptance when notice is given to the corporation, unless a later effective date is named in the notice.

4.6) Removal of Officers. 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.

4.7) Vacancies. Any vacancy in an officer's position due to death, resignation or removal shall be filled by the Board of Directors.

ARTICLE 5.

STANDARD OF CARE AND CONFLICTS OF INTEREST

5.1) Standard of Care. It is the responsibility of each director of this corporation to discharge his or her duties as a director in good faith, in a manner the director 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.

5.2) Identification of Conflicts of Interest. A conflict of interest exists if this corporation contracts with, or enters into a financial transaction with:

- (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 this corporation's directors or a member of the family of the director are directors, officers or legal representatives or have a material financial interest.

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 this corporation, even though the first director is also receiving compensation from this corporation.

5.3) Permissible Conflicts of Interest. A conflict of interest will not cause a contract or transaction with this corporation to be void or voidable because the interested director or other individual/organization are parties, or because the interested director is 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 this 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.

5.4) Definition of Member of the Family. For purposes of this Article 5, a "member of the family" of a 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 6.

FINANCE

6.1) 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.

6.2) 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.

6.3) Contracts. All contracts to which the corporation is a party shall be executed and delivered as provided by the Board of Directors.

6.4) Monies and Investments. All monies and investments of the corporation shall be transferable as provided by the Board of Directors.

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

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

6.7) Treasurer's Report. 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 7.

INDEMNIFICATION

7.1) In General. 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 this corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of this corporation, or he or she is or was serving at the specific request of the Board of Directors of this corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by this 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 7 shall inure to the

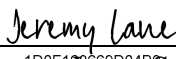
benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision of the Bylaws. No person shall have a right to indemnification or indemnification advances by this corporation with respect to any threatened, pending or civil, administrative, arbitration, investigative or other proceeding brought by or in the right of this corporation against such person.

ARTICLE 8.

AMENDMENT OF BYLAWS

These bylaws may be amended at any time and from time to time by the affirmative vote of a majority of the directors then in office who are present at a duly held meeting, provided that written notice of the meeting and of the proposed amendment shall be given to each director not less than five (5) nor more than thirty (30) days before any meeting of the Board of Directors at which an amendment of the Bylaws is to be adopted.

Adopted: February 15, 2023

DocuSigned by:


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Jeremy Lane, Secretary

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