

During a meeting of the Minnetonka Touchdown Club ("MTC") on Monday, April 24, 2006, a motion was made to amend the MTC bylaws, which were last amended on February 24, 2003. The proposed Amended Bylaws, with minor revisions, were unanimously approved by a voice vote. A further revision to Article V, Sec. 4, was made and approved by unanimous voice vote on June 12, 2006. Finally, Article X. was revised and this revision was approved by a unanimous vote on April 16, 2007. These, as revised and approved by the MTC, are the Amended Bylaws.

MINNETONKA TOUCHDOWN CLUB, INC.

AMENDED BYLAWS

ARTICLE I - NAME

Section 1. The name of this organization shall be the Minnetonka Touchdown Club, Inc. (the "MTC"). The MTC is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Sections 170(c)(2), 501(c)(3) and 2055(a) of the Internal Revenue Code of 1986, as amended (the "Code").

ARTICLE II - PURPOSE

Section 1. The mission of the MTC is to promote and foster the development of a positive football program at Minnetonka High School and to encourage and support the development of Minnetonka High School student athletes' football skills in manners which foster respect for others, self-confidence, leadership and teamwork. The MTC will endeavor to produce the highest level of amateur football competition at the high school level while maintaining the highest degree of participation and sportsmanship.

ARTICLE III - LOCATION

Section 1. The registered office address of the MTC shall be Minnetonka High School, 18301 Highway 7, Minnetonka, Minnesota 55345. The MTC may have any number of offices at such places as the Board of Directors may determine.

ARTICLE IV - MEMBERSHIP

Section 1. The voting members of the MTC shall be all persons who make a minimum annual contribution of \$25.00 to the MTC or are the parents or legal guardians of present players

participating in the Minnetonka High School football teams. The contribution requirement for voting members is waived for any parent or legal guardian of a player presently on a Minnetonka High School football team.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The business of the MTC shall be managed by a board of directors (hereafter "the Board") comprised of at least three (3) and not more than fifteen (15) board members. The Board is responsible for maintaining the overall policy and direction of the MTC. The Board may delegate responsibility of day-to-day operations to officers of the MTC and appropriate committees. Board members shall receive no compensation (other than reimbursement of reasonable expenses incurred in the performance of duties and responsibilities for the MTC) for their service on the Board.

Section 2. The Board shall meet at least four (4) times per year, at an agreed upon time and location.

Section 3. All Board members shall serve for a one (1) year term, and may be eligible for re-election in accordance with these bylaws.

Section 4. Each director of the MTC shall be a member of the MTC. The Board shall consist of all officers of the MTC, the head varsity football coach, the parents or guardians of the varsity football captains, one set of parent(s) or guardian(s) representing each of the ninth grade, tenth grade and eleventh grade levels and one representative from the Tonka Football Association. For purposes of voting on the Board, the parent(s) or guardian(s) of each varsity football captain and those parent(s) or guardian(s) representing each of the ninth, tenth and eleventh grades shall have one collective vote. (For example, if a varsity captain has a mother and father that parental unit shall have one vote on the Board.)

Section 5. Any director may be removed from office without assigning any cause by a two-thirds (2/3) vote of the Board.

Section 6. Any director may resign at any time by giving notice to the MTC.

Section 7. In the event of a vacancy on the Board, the Board shall fill the vacancy.

ARTICLE VI - OFFICERS

Section 1. Each officer of the MTC shall be a member of the MTC.

Section 2. The officers of the MTC shall consist of President, Vice President, Secretary and Treasurer. The officers of the MTC shall be elected by a majority vote of the current Board of the MTC. The officers shall serve for such terms as are established by the Board. Any officer may be removed from office without assigning any cause by a two-thirds (2/3) vote of the Board at any regular meeting of the MTC.

Section 3. The Board shall nominate officers as needed by motion of the Board. The Board shall vote on nominees. Nominees shall be approved by a majority vote of the Board.

ARTICLE VII - DUTIES OF OFFICERS

Section 1. The duties of the President shall be to: preside at all meetings of the MTC; perform such other duties as may be prescribed in these bylaws or assigned by the Executive Committee or the MTC; be an *ex officio* member of all committees; and coordinate the work of the officers and the committees of the MTC in order that the purpose and mission of the MTC may be promoted. The President shall co-sign all expenditures made from the MTC account that exceed \$2,500.00.

Section 2. The duties of the Vice President shall be to: assist the President; perform the duties of the President in the absence or inability of the President to serve; and perform such other duties as may be assigned by the President, or the MTC.

Section 3. The duties of the Secretary shall be to record the minutes of all meetings of the MTC; provide notice of meetings in accordance with these bylaws and/or the direction of the Board; maintain a current copy of the MTC's bylaws; maintain an up-to-date list of the MTC's members; and perform such other duties as may be assigned by the Board, President or the MTC.

Section 4. The duties of the Treasurer shall be to have custody of all funds of the MTC; keep a full and accurate account of all receipts and expenditures of the MTC; make disbursements as

authorized by the Board, President or MTC in accordance with the budget adopted by the MTC; sign checks and vouchers [co-signed with the President if expenditure exceeds \$2,500.00; make financial information available to the MTC at every regular meeting and at other times upon the request of the Board or President of the MTC; present a financial statement at every regular meeting of the MTC and at other times upon request of the Board or President of the MTC; be responsible for the maintenance of such books of account and record as required by the MTC; have the accounts examined annually or upon change of officers by the Board, which shall affirm the sufficiency and accuracy of the Treasurer's annual report; assure that complete and appropriate annual financial reports and filings are made to the U.S. Internal Revenue Service, Minnesota Department of Revenue and any other applicable local, state or federal agencies; and perform such other duties as may be prescribed in these bylaws or assigned by the Board, President or the MTC.

ARTICLE VIII - COMMITTEES

Section 1. The Board may create or eliminate each standing or special committees as it may deem necessary to promote the purpose and mission of the MTC and to conduct the business of the MTC. The term of each chairperson of such a committee shall be the current fiscal year of the MTC.

Section 2. No committee shall have any power to fill vacancies on the Board; adopt, amend, or repeal any resolution of the Board; adopt, amend or repeal the MTC's bylaws; act on matters committed by the bylaws or resolution of the Board to another officer or committee; or act, or fail to act, in a manner prohibited by the Board or the MTC's bylaws. No committee work shall be undertaken or conducted absent the consent and direction of the Board.

Section 3. The President shall be an *ex officio* member of all committees.

ARTICLE IX - MEETINGS

Section 1. Regular meetings of the MTC shall be held at least four times annually.

Section 2. The majority of the elected directors of the MTC shall constitute a quorum for the transaction of business at any regular or special meeting of the MTC. However, for the Board to approve or authorize programs or expenditures which exceed \$5,000.00, a majority of the full Board (not just a majority of a

quorum) must approve such program or expenditure.

Section 3. Members of the MTC may attend all regular and special meetings of the MTC.

ARTICLE X - FISCAL YEAR

Section 1. The fiscal year of the MTC shall begin on January 1 and end on the next following December 31.

ARTICLE XI - AMENDMENTS

Section 1. These bylaws may be amended at any regular meeting of the MTC by a two-thirds (2/3) vote of the members present and voting, provided that:

Notice of the proposed amendment has been given at the previous regular meeting of the MTC or in writing thirty (30) days prior to the meeting at which the proposed amendment is moved.

Section 2. A committee may be appointed by a majority vote of the MTC or by a majority vote of the Board to submit a revised set of bylaws as a substitute to the existing bylaws. The requirements for adoption of a revised set of bylaws shall be the same as for an amendment of the bylaws.

ARTICLE XII — CONFLICTS OF INTEREST

Section 1. The President shall develop, for the Board's approval, a conflict of interest policy that shall apply to all Directors, officers and committee members. Such policy shall require Directors, officers and committee members to annually acknowledge reviewing the conflicts of interest policy.

These Amended Bylaws were approved at meetings of the MTC on April 24, 2006, June 12, 2006, and April 16, 2007.

MINNETONKA TOUCHDOWN CLUB

Dated: *This* _____ *day of* _____, 2007.

By _____

Joe Ryan, President

Subscribed and sworn before me this ____ day of ____, 2007,

Notary public