

**Articles of Incorporation and BYLAWS
OF
St. Francis Blue Line Club**

Article 1 - Offices

1.1 The principal office of the corporation at the time of adoption of these Articles of Incorporation and Bylaws is located at 2451 179th Avenue N.W., Andover, MN 55304. The corporation may have offices at such other place either within or without the State of Minnesota, as the Board of Directors may from time to time determine.

Article 2 - Nonprofit Purposes

2.1 This corporation is organized exclusively for one or more of the purposes as specified in Section 317A of the Minnesota Statutes and Section 501(c)(3) of the Internal Revenue Code, including, for such purposes as making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

2.2 The specific objectives and purposes of this corporation shall be:

- 2.2.1 Supporting the Saint Francis High School of the Independent School District 15 and its high school hockey program;
- 2.2.2 Promoting the amateur sport of hockey within the Saint Francis High School community;
- 2.2.3 Facilitating a safe, competitive and successful activity for youth from different backgrounds who are involved with the Saint Francis High School hockey program; and
- 2.2.4 Providing a structured environment for training, teaching, coaching and educating youth and their parents about the game of hockey.

Article 3 – General Members

3.1 The general members of the St. Francis Blue Line Club are the parents and/or legal guardians of those youth who are members of any of the Saint Francis High School Varsity/Junior Varsity hockey teams; and who have satisfactorily shown a desire to assist in the purposes of the St. Francis Blue Line Club as approved by a majority of the Board of Directors.

Article 4 - Board of Directors

4.1 NUMBER AND APPOINTMENTS. The Board of Directors is responsible for the business and affairs of the corporation and shall consist of a minimum of three and not more than five persons. The initial Board of Directors shall be appointed by the incorporator for a term of one year or until their successors shall have been elected and qualified. Directors may serve an unlimited number of terms. A director will hold office until the term for which the director was elected or appointed ends and a successor is elected and qualified, or until the earlier death, resignation, removal, or disqualification of the director.

4.2 REMOVAL OF DIRECTORS. A director may be removed with or without cause by a majority vote of the entire Board of Directors of this corporation provided, however, that a director shall not be removed from office unless the notice of the annual or special meeting at which removal is to be considered states such purpose. When a member of the Board of Directors has been removed, a new director may be elected at the same meeting.

4.3 ANNUAL MEETINGS. The annual meeting of the Board of Directors shall be held on the first Thursday in March of each year, or such other date as the Board may determine for the purposes of the election of officers for the ensuing year and to transact such other business as may properly come before the meeting. The vote of a majority of General Members present at the meeting shall be sufficient to elect the Board of Directors or to transact such other business as may properly come before the meeting.

4.4 REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held at the registered office of the corporation, or at such other place as may be designated, at such time as shall from time to time be determined by the President or the Board of Directors. The vote of a majority of General Members present at the meeting shall be sufficient to elect the Board of Directors or to transact such other business as may properly come before the meeting.

4.5 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called for any purpose or purposes either by the president, or during that person's absence, by a vice-president, after at least twenty-four (24) hours notice to each member of the Board of Directors. The vote of a majority of General Members present at the meeting shall be sufficient to elect the Board of Directors or to transact such other business as may properly come before the meeting.

4.6 NOTICE OF MEETINGS. Except as otherwise provided in these Bylaws or by law, notice shall be given to each member of the Board of Directors of the time and place of each meeting of the Board of Directors either personally, by mail, telephone, fax or email. Any member of the Board of Directors may either before or after the meeting, waive notice thereof, and without notice, any member of Board of Directors, by their attendance at any meeting shall be deemed to have waived notice thereof.

4.7 ACTION WITHOUT MEETING. Any action which might be taken at a meeting of the Board of Directors may be taken without a meeting if authorized by a writing or writings signed by all of the members of the Board of Directors and such action shall be effective on the date on which the last signature is placed on such writing or writings, or such earlier effective date as is set forth herein.

4.8 QUORUM. At all meetings of the Board of Directors, a majority of the members of the Board of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, but if less than a quorum are present, those members of the Board of Directors present may adjourn the meeting from time to time until a quorum shall be present.

4.9 COMPENSATION. The Board of Directors shall not be compensated for services performed, but shall be reimbursed by the corporation for expenses approved by the Board of Directors.

4.10 NO LOANS TO DIRECTORS. The corporation shall not lend any of its assets to any member of the Board of Directors of the corporation. If any such loan be made, the officers and members of the Board of Directors who make such loans, or asset thereto, shall be jointly and severally liable for repayment or return thereof.

4.11 VOTING. Each member of the Board of Directors shall have one vote. Issues shall be passed by a majority vote of those present, except for the termination of any director or General Member of the corporation and removal of any officer which action shall require the approval of two-thirds (2/3rds) of those present and voting.

Article 5 - Officers

5.1 DESIGNATION AND ELECTION. The Board of Directors shall elect a president, vice president, secretary and treasurer, and any other officers and agents deemed to be necessary. An officer may also be a member of the Board of Directors of the corporation. No person may hold the offices of president and of vice president at the same time, but any person may hold any other two offices at the same time.

5.2 DUTIES OF PRESIDENT. The president shall preside at all meetings of the Board of Directors and of the General Members and the president shall have the powers and perform such additional duties as may be assigned to this person by resolution of the Board of Directors.

5.3 DUTIES OF VICE PRESIDENT. The vice president shall have the powers and perform the duties of the president during the absence or inability of the president to act and this person shall have such additional powers and perform such additional duties as may be assigned to this person by resolution of the Board of Directors.

5.4 DUTIES OF SECRETARY. The secretary shall attend all meetings of the Board of Directors and of the General Members and record all votes and keep minutes for all proceedings. The secretary shall give or cause to be given, notice of all meetings of the Board of Directors. An assistant secretary shall perform the duties of the secretary during this person's absence or disability.

5.5 DUTIES OF TREASURER. The treasurer shall have custody of the corporation's funds and securities and shall keep full and accurate account of the receipts and disbursements in books belonging to the corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. An assistant treasurer may have delegated authority to perform the duties of the treasurer during this person's absence, disability, or when deemed appropriate.

5.6 REMOVAL OF OFFICERS. Any officer may be removed by the Board of Directors with or without cause.

5.7 SPECIAL POWERS. Any officer may be vested by the Board of Directors with any power and charged with any duty not contrary to law or inconsistent with these Bylaws.

5.8 **ADVISORY COMMITTEE.** The Board of Directors may appoint an Advisory Committee consisting of an unlimited number of persons who may or may not be General Members. The Advisory Committee shall advise the corporation in any capacity that the Board deems appropriate and shall make recommendations to the corporation as to overall work and programs.

5.9 **NO LOANS TO OFFICERS.** The corporation shall not lend any of its assets to any officer or General Member of the corporation. If any such loan be made, the members of the Board of Directors who make such loan or assent thereto shall be jointly and severally liable for repayment or return thereof.

5.10 **COMPENSATION.** Officers shall not be compensated for services performed, but shall be reimbursed by the corporation for expenses approved by the Board of Directors.

Article 6 - Corporate Seal

6.1 The corporation shall not have a corporate seal.

Article 7 - Indemnification of Officers, Directors, Employees and Agents

7.1 **INDEMNIFICATION.** To the full extent permitted by Minnesota Statutes, the corporation shall indemnify each member of the Board of Directors, officers, employees, or agents of the corporation, against expenses, including attorney fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred to the fullest extent to which officers and members of the Board of Directors may be indemnified under the terms and conditions of the Minnesota Non-Profit Corporation Act, or any amendments thereto or substitutions therefore.

7.2 **INSURANCE.** The corporation may purchase and maintain insurance on behalf of any person who may be indemnified to the extent of the right to indemnity under this Article.

Article 8 - Employees

8.1 The corporation may employ such employees as the Board of Directors deems necessary from time to time.

Article 9 - Deposits

9.1 All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may designate or as may be designated by any officer or officers or agents of the corporation to whom such power may be delegated by the Board of Directors. For the purpose of such deposit any person or persons to whom such power is so delegated may endorse, assign and deliver checks, drafts and such other orders for the payment of money which are payable to the order of the corporation.

Article 10 - Dissolution

10.1 This corporation may be dissolved in accordance with the laws of the State of Minnesota. Upon the dissolution of this corporation, any remaining assets shall be distributed to organizations organized and operated exclusively for religious, charitable, educational or scientific purposes and shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended, and in accordance with the relevant provisions of the Articles of Incorporation.

Article 11 - Amendment.

11.1 VOTE. These Bylaws may be amended by a two-thirds majority vote of the members of the Board of Directors.

11.2 NOTICE. Notice of the meeting for the proposed amendment shall be given to each member of the Board of Directors.

Article 12 - Legislation Activities

12.1 No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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.

Article 13 - Fiscal Year

13.1 The fiscal year of the corporation shall begin on the first day of July in each year.

Article 14 - Incorporator

14.1 The name and addresses of the incorporators of the St. Francis Blue Line Club are as follows:

Brad Kaehler
21445 Lake George Blvd. N.W.
Anoka, MN 55303

Sondra Johnson
2451 179th Avenue N.W.
Andover, MN 55304

Article 15 - Conflict of Interest Policy

15.1 Any director, officer or key employee who has an interest in a contract or other transaction presented to the Board of Directors or committee thereof for authorization, approval or ratification shall make a prompt and full disclosure of his or her interest to the Board of Directors or committee prior to the Board acting on such contract or transaction. Such disclosure shall include any relevant or material facts known to such person about the contract or transaction, which might reasonably be construed to be adverse to the corporation's interest.

The body to which such disclosure is made shall thereupon determine, by a vote of seventy-five percent (75%) of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions and deliberations in respect to such contract or transaction. Such person may be counted in determining whether a quorum is present, but may not be counted when the Board of Directors or committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the votes thereon, the abstention from voting and participation.

Article 16 - Miscellaneous

16.1 Any procedures not covered by the applicable provisions of the Minnesota Non-Profit Corporation Act, the Articles of Incorporation of the corporation, or these Bylaws, shall be governed by Robert's Rules of Order, as amended from time to time.

These Bylaws were adopted as and for the Bylaws of the St. Francis Blue Line Club, a Minnesota non-profit corporation, at the meeting of the Board of Directors held on the 11th day of May , 2009.

By: Brad Kaehler
Its: Treasurer
Phone Number 763-753-0991
Address: 21445 lake George Blvd. N.W.
Anoka, MN 55303

By: Sondra Johnson
Its: President
Phone Number 763-753-1496
Address: 2451 179th Avenue N.W.
Andover, MN 55304