

ARTICLES OF INCORPORATION
OF THE
ANDOVER ATHLETIC ASSOCIATION

We, the undersigned, of full age and for the purpose of forming a corporation under and pursuant to the provisions of Chapter 550 of the Laws of the State of Minnesota for 1951, known as the Minnesota Nonprofit Corporation Act do hereby associate ourselves together as a body corporate and adopt the following Articles of Incorporation.

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Article I - Name

The name of this organization shall be the ANDOVER ATHLETIC ASSOCIATION with its principal place of business at Andover City Hall, 1685 Northwest Crosstown Boulevard, Andover, MN 55304.

Article II - Purpose

The purpose of this organization shall be the advancement and welfare of the youth of the City of Andover; to develop recreational activities for the youth of the community; and to generally promote the welfare of the City of Andover. Purposes of the organization are exclusive to those activities which are charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code. All youth are entitled to equal opportunities for participation regardless of race, sex, religion, ability, or social upbringing.

Article III - Property

The corporation may acquire, take by gift, purchase, devise of bequest, real and personal property for purposes appropriate in the exercise of its powers and may lease, mortgage and dispose of real and personal property including the right to take, hold, and dispose of shares of stock in other corporations.

Article IV - Duration

The duration of this organization shall be perpetual.

Article V – Distribution of Income

No part of the net earnings of the corporation shall inure to the benefit of, or to be distributed to, its members, trustees, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for outside services rendered.

Article VI - Address

The location and post office address of this corporation in this state shall be:

Andover City Hall
1685 Northwest Crosstown Boulevard
Andover, MN 55304

Article VII – Board of Directors**Section 1:**

The government of the corporation shall be vested in a Board of Directors who are residents of Andover, of legal voting age, and carry no prior felony convictions. Board members are not required to have children enrolled in the corporation's programs.

Section 2:

The Board of Directors shall consist of voting members, who shall be nominated and elected in the manner hereafter described. Board positions will be categorized as Officers, Directors, or Members-At-Large. A directorship for an entirely new sport program created during the year can be elected into office at a Board meeting, or can be created as a temporary non-voting position. The current list of Board position titles and election years will be maintained in the corporation's By-Laws. All Board positions shall be elected for a period of two (2) years.

The non-voting members shall be Liaison Representatives and Sports Sub-Directors as appointed by the voting members of the Board of Directors. Such members shall be appointed to the various committees, local groups, organizations, and government agencies.

Section 3:

The annual meeting of the members of the corporation, for the purpose of electing Board members, shall be held on the date prescribed in the By-Laws, the hour and the place to be set by the Board of Directors.

Section 4:

The Board of Directors shall meet monthly on the date set in the By-Laws, the hour and the place to be set by the Board of Directors. All Board meetings are open to Association Members who wish to attend and individuals invited by the Board. Special meetings may be called at any time by the President or by request of the majority of the Board.

Section 5:

All Board members shall be required to attend all official Andover Athletic Association meetings. A Board member is subject to review and removal if they exemplify one or more of the following:

- misses two or more consecutive meetings without notice 48 hours in advance with exception for unforeseen emergencies,
- is uncooperative with other Board members,
- displays inappropriate conduct at meetings and/or youth events, or
- promotes objectives that are negative to those of the organization.

A Board member will only be removed from office by a two-thirds majority vote of the Board present. If a Board member cannot attend a meeting, new motions or absentee votes on old business can be made in advance by submitting a signed or electronic statement which includes the subject and their position. Board Members may also submit reports and/or statements to be read into the meeting minutes in this manner.

Section 6:

The candidates for Board of Directors shall consist of one or more individuals for each position who have accepted the nomination. Candidate nominations must be identified 30 days prior to the annual meeting. Existing Board positions not filled at annual election shall remain vacant until elected at a Board meeting. All records from previous Board members are to be transferred to the new Board member(s) on or before the next Board meeting.

Section 7:

A Board member can hold more than one position on the Board concurrently with the following constraints and exceptions:

- The Treasurer may not hold multiple Board positions.
- Each Board member represents one voting position. If the same person holds multiple positions, they only represent a single vote.
- If the President also serves as a Sport Director, an Acting President will be appointed by the Board to address issues arising for that sport that require escalation, review, or response by someone other than the Sport Director.

Article VIII - Liabilities

No member of this corporation shall be personally liable for debts, obligations, or contract of said corporation.

Article IX – Capital Stock

Said corporation shall issue no capital stock.

Article X – By-Laws

The members of the corporation shall adopt, amend or repeal all By-Laws required for the management of its affairs.

Article XI - Membership

Parents or Legal Guardians, who are residents of Andover and who have children enrolled in any program sponsored by the Corporation, automatically become members of the Corporation and

carry voting privileges at annual meetings. Each parent or legal guardian meeting the eligibility criteria stated above will have one vote.

Sustaining membership shall be open to all firms, organizations, and individuals who support this Corporation through their physical efforts and gifts, but shall not carry voting privileges.

Article XII - Amendment

These articles of incorporation may be amended by a two-thirds vote of the Board members present at any regular meeting or at any special meeting called for that purpose, provided that such proposed amendments shall be plainly stated in the call for the meeting at which they are to be considered.

Article XIII – First Meeting

The first meeting of the Board of Directors shall be held at the call of the Directors after notice for the purpose of proposing the initial By-Laws, electing officers, or for any other business that comes before the meeting and the first meeting of the members shall be held at the call of any officer or any initial Board of Directors after notice.

Article XIV - Disbursements

All disbursements must be made by check, with the number of signatures defined in the Bylaws. Persons designated to sign said checks shall be appointed by the Board of Directors. Signees are designated for an unspecified period of time and may be changed at any regular meeting or special meeting called for the specific purpose.


Article XV - Dissolution

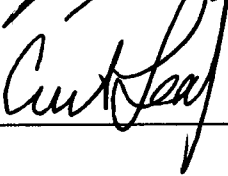
Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purpose of the Corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify a an exempt organization or organization under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors may determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization as said Court shall determine which are organized and operated exclusively for such purposes.

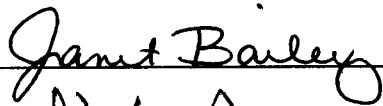
Approval:


Revised Date: 3/25/08

Signatures Dated: 3/25/08

President: Stephen J. Gompertz 

Secretary: Curt Leaf 

Treasurer: Janet Bailey 

Witnesses: Larry H. Britton 

Therese Bertsch 

Kurt Shoberg 