

BY LAWS OF THE METROPOLIS FOUNDATION



1] CORPORATE NAME:

The name of the Corporation is **The Metropolis Foundation**.

2] CORPORATE PURPOSE:

The purpose of this Corporation is as set out in the Articles of Incorporation.

3] REGISTERED OFFICE:

The registered office of the Corporation shall be located in Minnesota, and until otherwise ordered by the Board of Directors, shall be at 602 4th St. NE, Minneapolis, MN 55413.

4] CERTAIN LIMITATIONS ON CORPORATE ACTIVITIES:

No part of the activities of the Corporation shall be carrying on propaganda or otherwise attempting to influence legislation or participating in or intervening in any political campaign on behalf of any candidate for public office. The Corporation shall not afford pecuniary gain to its members, incidentally or otherwise. No part of its net earnings shall inure to the benefit of any member, director or officer of the Corporation or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation in the performance of its corporate purpose. No member, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation.

5] MEMBERSHIP:

a) The Membership comprises the current Board of Directors, Contributing Members and Foundation Members. Members may include individual members and entity members.

b) Definitions:

i. Individual member:

A single person or a married couple.

ii. Entity member:

An entity, such as a corporation or as otherwise deemed by the Board.

c) Membership types and definitions:

i. Contributing Membership:

Contributing Membership shall be granted to those individuals or entities who make a qualifying contribution to the Corporation in the current or previous fiscal year. A qualifying contribution is a donation (*or accumulation of donations*) that meets or exceeds a Contributing Membership amount that is set by the Board. This qualifying contribution must further be made in program and/or endowment funds (*as defined in these By Laws*), and must be made in a particular fiscal year.

ii. Foundation Membership:

Foundation Membership shall be granted to those individuals or entities that make contributions to the Corporation that meet or exceed a Foundation Membership amount set by the board. These contributions must further be made in program and/or endowment funds (*as defined in these By Laws*). Once granted, Foundation Membership shall not be revoked due to changes made to the Foundation Membership amount.

d) Revoking of memberships:

The Board may revoke membership by a majority vote of a quorum of the Board.

e) Transfer:

Memberships are non-transferable.

f) Contribution amounts:

i. Contributing Membership amount: \$250 (*or greater, accumulated in one fiscal year*)

ii. Foundation Membership amount: \$5000 (*or greater, accumulated total*)

g) Voting rights:

The current Board of Directors, Contributing Members and Foundation Members shall have one vote for purposes of election or in other instances where a vote of the membership is required.

6] MEETINGS OF MEMBERS:

a) Annual Meeting:

The annual meeting of the members of the Corporation, for which provision is hereinafter made, shall be held on the date set each year by the Board of Directors. When the annual meeting has not been held, or directors have not been elected thereat, directors may be elected at a special meeting, held for that purpose. Upon demand of any member, the president, vice-president or secretary shall call the special meeting.

b) Special meetings:

Special meetings of the members may be called at any time, for any purpose, by (a) the president or vice-president, (b) the Board of Directors, or (c) one-third of the members. A person entitled to call a special meeting may make a written request to the president, vice-president or secretary to call the meeting. Such officer shall give notice of the meeting to be held between ten and forty days after receiving the request. If the officer fails to give notice of the meeting within seven days from the date on which the request was made, the person who requested the meeting may call the meeting, fixing the time in the manner provided by these by-laws and giving notice thereof.

c) Place of meetings:

Meetings of the members shall be held at any place designated by the Board of Directors, and in the absence of such designation shall be held at the registered office of the Corporation.



d) Notice of meetings:

Notice of every annual and every special meeting, stating the time, place and purpose thereof, shall be sent via email (*if known*) to each member not less than five nor more than forty days before such meeting, and, when appropriate, made publicly available via a web site maintained for the Corporation. A member's failure to provide the Board with a current email address waives that member's right to notice of any meetings. If a member does not have an email address, the Board shall endeavor to take steps to provide notice to the member.

e) Proxies:

Proxies shall be permitted at all meetings. The appointment of a proxy shall be in writing filed at or before the meeting with the secretary of the Corporation or the person who has been designated to act as secretary of the meeting.

f) Quorum requirements:

A minimum 3 of the members shall constitute a quorum for the transaction of business at any meeting of members.

g) Voting:

Each member shall have one vote. There shall be no cumulative voting. Joint (*i.e., via marriage*) or entity memberships, if granted, shall be afforded one vote.

h) Adjournment:

When a meeting of the members is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

i) Action without a meeting:

Any action that may be taken at a meeting of the members may be taken without a meeting if authorized in a writing signed by all the members who are entitled to notice of a meeting called for the purpose of taking such action.

j) Irregular meetings: validation:

When written consent of all the members who were entitled to notice of a meeting has been obtained, an irregular meeting, with any action taken at such meeting, is validated.

7] DIRECTORS:

a) Board:

The affairs of the Corporation shall be managed by a Board that shall consist of a minimum of 3 and a maximum of 11 Directors, via appointment and/or Election.

b) Qualifications:

Directors shall be adults, but need not be members of the Corporation or residents of Minnesota.

c) Election and tenure:

The members shall elect the Directors. The Board shall hold elections at the annual meeting for Directors. All elected directors must be approved by a majority vote of the board members whose term is not up for election at the annual meeting. The term of office of Directors elected at the annual meeting shall be two years. The term of office of appointed Directors, including the current sitting President of Metropolis RFC and the elected representative of Metropolis RFC, shall be one year unless otherwise established by the Board to be two years. The Board shall endeavor to manage tenure on the board such that approximately equal numbers of elected terms expire on odd and even years. The Board shall endeavor to encourage candidacy for Directors from individuals falling into one or more of the following categories:

- i. Metropolis RFC Alumni.
- ii. Individuals having a non-Metropolis RFC-based rugby affiliation.
- iii. Individuals having a non-rugby affiliation.



d) Meetings:

Immediately after each annual election, at the place of such election, the newly elected directors may meet forthwith for the purpose of organization, the election of officers and the transaction of any other business of which special notice is not required by law or by these By Laws, and if a quorum of the directors be then present, no notice of such meeting shall be required. The place and time of such first meeting may, however, be fixed by written consent of all the directors or by notice to all directors as in the case of a special meeting. Special meetings of the Board of Directors may be called by the president or vice-president of the Corporation and must be called by either of them on the written request of any two members of the board. Notice of all directors' meetings, except as herein otherwise provided, shall be given by mailing the same at least three days, or by faxing or emailing the same at least one day, before the meeting, to the usual business or residence address of the director. Special meetings shall be held at any place within or without the State of Minnesota designated by the Board of Directors, and in the absence of such designation, shall be held at the registered office of the Corporation.

e) Quorum:

A majority of the directors shall constitute a quorum.

f) Vacancies:

The remaining members of the board, though less than a quorum, shall fill any vacancy occurring on the board. A person so selected shall hold office until his or her successor has been elected and qualified.

g) Removal:

The members, by a majority vote of those entitled to vote at an election of directors, may, with or without cause, remove a director or the entire board from office. Neither a director nor the entire board shall be removed from office unless the notice of the annual or special meeting at which removal is to be considered states such purpose. When the board or a director has been removed, new directors may be elected at the same meeting.

h) Executive Committee:

The Board of Directors may designate two or more of its members to constitute an executive committee. To the extent determined by the board, the executive committee has the authority of the board in the management of the business of the Corporation. The executive committee shall act only in the interval between meetings of the board and at all times shall be subject to the control and direction of the board.

i) Board action without a meeting:

Any action that could be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in writing signed by all of the directors.

j) The Board shall endeavor to establish Directors in a manner not inconsistent with the following:

- i. The majority of the board shall preferably be filled by Metropolis Rugby Football Club (*hereinafter, Metropolis RFC*) Alumni, to include individuals who have maintained active membership with Metropolis RFC or other affiliated rugby football clubs and organizations as recognized by the Board.
- ii. Individual Directors shall preferably include the current sitting President of Metropolis RFC and a Metropolis RFC representative elected by the active membership of Metropolis RFC at their annual meeting. The term of the Metropolis RFC sitting President and representative shall be effective at the first meeting of the Board after the annual meeting. These elections by Metropolis RFC shall have the effect of removing from the Board, at the first meeting of the Board after the annual meeting, any previously-so-elected Metropolis RFC President or representative on the Board.
- iii. The Board should take corrective action, where appropriate, to establish Directors in a manner consistent with the above.



k) Appointments:

The Board may, by majority vote, appoint Directors to fill open positions on the Board, not to exceed the maximum number of Directors.

l) Exclusions:

With an exception for the appointed President of Metropolis RFC and the Metropolis RFC representative indicated in Section 7(j)(ii) above; Directors cannot concurrently serve on the Board of Directors for Metropolis RFC.

m) Regular Meetings:

The Board shall set regular meetings of the Directors from time to time, as appropriate. Notice for these meeting shall be provided via email.

8] OFFICERS:

a) Designation and election:

The officers of the Corporation shall be the president, vice-president, secretary, treasurer and such other officers (*with such powers and duties*) as may be determined by the Board of Directors. The officers shall be elected annually by the Board of Directors at the first meeting of the board after the annual meeting of members. Any officer so elected shall hold office until the first meeting of the Board of Directors after the annual meeting of members next succeeding and until the election and qualification of his or her successor, except in cases of resignation or removal.

b) Qualifications:

Officers shall be adults but need not be members or directors of the Corporation. The same person shall not at the same time hold the offices of (a) president and vice-president or (b) president and secretary, but he or she may hold any other two offices at the same time.

c) Removal:

An officer may be removed, with or without cause, by the Board of Directors.

d) President:

The president shall preside at all meetings of members and of the Board of Directors and shall have and exercise general charge and supervision of the affairs of the Corporation and do and perform such other duties as may be assigned to him or her by the Board of Directors.

e) Vice-president:

At the request of the president or in the event of his or her absence or disability the vice president shall perform the duties and possess and exercise the powers of the president and shall have such other powers as the Board of Directors may determine.

f) Secretary:

The secretary shall have charge of the records of the Corporation and in general shall perform all the duties incident to the office of secretary, subject to the control of the Board of Directors, and do and perform such other duties as may be assigned to him or her by the Board of Directors.

g) Treasurer:

The treasurer shall have custody of all funds, property and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors, and shall in general perform all the duties incident to the office of treasurer, subject to the control of the Board of Directors.



9] WAIVER OF NOTICE:

A director or member may waive notice of any meeting and notice of the business to be transacted at such meeting, before, at or after such meeting. The waiver shall be in writing and filed with the person who has been designated to act as secretary of the meeting, who shall enter it upon the records of the meeting. Appearance at a meeting is deemed a waiver unless it is solely for the purpose of asserting the illegality of the meeting.

10] RECEIVING, HOLDING & INVESTING TRUST PROPERTY:

Within the scope of the corporate purposes and subject to Minnesota Statutes, §501B.31 (*relating to trusts for charitable, educational, religious and other uses*) the Corporation may take, receive and hold real and personal property, including the principal and interest of any money or other fund, that is given, conveyed, bequeathed, devised to or otherwise vested in the Corporation in trust for a purpose consistent with the purposes set for the in its Articles. Except where the trust instrument prescribes otherwise, the Corporation may invest trust property or its proceeds in accordance with Minnesota Statutes, §501B.10.

11] CERTAIN RECORDS:

The Corporation shall keep at its registered office or other location deemed by the Board of Directors correct and complete books of account and minutes of proceedings of meetings of (a) the members, (b) the Board of Directors and (c) all committees having any of the authority of the Board of Directors. A member, acting in person or by agent or attorney, may inspect all books and records for any proper purpose at any reasonable time. Upon the request of any member, the Corporation shall furnish such member with a statement showing the financial result of all operations and transactions affecting income and surplus during its last annual accounting period and a balance sheet containing a summary of its assets and liabilities as of the closing date of such accounting period.

12] VOTING STOCK OF OTHER CORPORATIONS:

Unless otherwise ordered by the Board of Directors, the president shall have the power, on behalf of the Corporation, to vote either in person or by proxy at any meeting of stockholders of any corporation in which this Corporation may hold stock, and at any such meeting the president shall possess and may exercise all of the rights and powers incident to the ownership of such stock which, as the owner thereof, this Corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers at its pleasure.

13] AMENDMENT OF BY LAWS:

The by Laws may be amended in the same manner as provided in the Articles of Incorporation for the amendment of the Articles of Incorporation.

14] CONFLICTS OF INTEREST:

- a) A contract or other transaction between this Corporation and any of its directors or officers or between any of its directors or officers and a related organization, or between this Corporation and an organization in or of which any of its directors, officers, or legal representatives has a material financial interest, is not void or voidable because the director, officer or the other organization are parties or because the director or officer is present at any meeting of the Board of Directors or any meeting of a committee at which the contract or transaction is authorized, approved, or ratified, if:
 - i. The contract or transaction was fair and reasonable as to the Corporation when it was authorized, approved or ratified; and
 - ii. The material facts as to the contract or transaction and as to the director's or officer's interest are fully disclosed or known to the Board of Directors or to the committee, and the Board of Directors or committee authorizes, approves, or ratifies the contract or transaction in good faith by a majority vote of the Board of Directors or committee members, but the interested director or officer may not be counted in determining the presence of a quorum and may not vote.



- b) For purposes of this section:
 - i. A director or officer does not have a material financial interest in a resolution fixing the compensation of the director or officer or fixing the compensation of any other director or officer as a director, officer, employee, or agent of this Corporation, even though the first director or officer is also receiving compensation from this Corporation; and
 - ii. A director or officer has a material financial interest in an organization in which the director or officer, or the spouse, parents, children and spouses of children, brothers and sisters or spouses of brothers and sisters of the director or officer have a material financial interest.

15] CONFLICTS OF INTEREST:

- a) Funds acquisition:
 - i. The Board can accept funds from any person or entity as seen fit.
 - ii. Any person or entity providing funds can request that the provided funds be placed into a particular fund category selected from a group that comprises: program, endowment and restricted fund categories.
 - iii. Program funds:

The Board may use program funds at its discretion, in a manner generally consistent with its sponsored Programs.
 - iv. Endowment funds:

Endowment funds shall be used in a manner that is not inconsistent with the funds management approach set forth herein.
 - v. Restricted funds:

The Board may set restricted fund categories as seen fit. These restricted categories may include, but are not limited to, categories for use in connection with a particular purchase, event, sponsorship or other purpose not inconsistent with the mission of the Corporation.
- b) Funds management:
 - i. Funds distributed from the endowment category shall be limited to no more than earned interest on the endowment funds.
 - ii. In the event of a financial emergency, the Board may make an emergency distribution of the funds in the Endowment category; this emergency distribution shall be made only upon a majority vote of the Membership present at a special meeting called by the Board.
 - iii. The Board shall make available financial information regarding the management and use of all funds.

16] EFFECTIVE ACTION:

Action of Board is effective immediately following the adjournment of any board meeting.

17] MISSION STATEMENT:

The mission of The Metropolis Foundation is to foster national and international amateur rugby football competition. We believe that athletics, academics, and social responsibility are essential for the healthy development of youth. The Metropolis Foundation shall endeavor to advance these themes by providing education and training for youth coaches, trainers, and teachers, as well as training, supervision, travel, equipment and a safe environment for rugby football activities and other area youth programs.

This Foundation shall not be operated for profit but shall be operated exclusively for charitable purposes to the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such other provisions of Minnesota or Federal Law as may from time to time be applicable.

18] ACCOUNTS, BOOKS, MINUTES, ETC.:

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board and committees. Any director, or such director's authorized agent or attorney may inspect all books and records of the Corporation, for any proper purpose at any reasonable time.



19] FISCAL YEAR:

The fiscal year shall be from January 1 to December 31st in the same year.

20] DESIGNATED CONTRIBUTIONS:

The Corporation may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes as set forth in these Bylaws, and restricted or endowment funds in categories as adopted by the Board as described herein. The Corporation shall acquire and retain sufficient control over all donated funds (*including contributions designated for a particular category*) to assure that such funds will be used to carry out the Corporation's tax-exempt purposes.

21] LOANS TO DIRECTORS PROHIBITED:

The Corporation shall make no loans to any Director or to any members. Any Director or member who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until it is repaid.

