

BY LAWS FOR
PANTHER LEGACY CLUB

I. NAME.

The name of the organization shall be: PANTHER LEGACY CLUB (PLC).

II. PURPOSE. The purposes of this organization are as follows:

- A. To enhance and support University of Northern Iowa (UNI) Football players and program.
- B. To solicit and receive by gift, grant, or bequest, and/or to acquire by purchase, lease, exchange or otherwise acquire real or personal property, either as absolute owner or as trustee thereof, and to manage and administer the same.
- C. To make contributions, grants, gifts and transfers of real and/or personal property, either outright or in trust, for the benefit of UNI players.
- D. To respect and honor the history of the program, specifically football alumni, by keeping them informed of events and activities associated with the program and centralizing a meeting location for home games.

III. MEMBERSHIP.

Membership is available to former football alumni, family and friends of the UNI football program.

All contributing members will be invited to participate in the annual meeting.

IV. BOARD OF DIRECTORS.

- A. The Board of Directors shall be responsible for governing the Corporation.
- B. The Board of Directors shall be composed of not less than nine (9) members, with the exact number fixed by the BYLAWS or as determined at any annual meeting upon a Resolution of the Board of Directors.
- C. The Board of Directors shall be organized as follows:
 - 1. The initial Board of Directors shall hold office until the first annual meeting, at which following adoption of BYLAWS and an election of Officers, the Board of Directors shall divide itself into two groups in respect to the length of their term of directorship, either two or three years.
 - 2. Two year Directors shall serve until the second annual meeting, whereupon their replacements shall serve for three years. Thereafter, each Director shall serve for three years. There shall be no limit as to the number of terms a Director may serve. The Board of Directors shall be responsible for recruiting candidates for election to the Board of Directors, and shall develop an election process prior to the second and subsequent annual meeting.
- D. Any Director may be removed from the Board of Directors at any time for cause by a two-thirds vote of the other remaining Directors. If any vacancy on the Board of Directors exists by reason of death, resignation, removal, or otherwise, the Board of Directors may elect a successor Director to the unexpired term.
- E. A quorum of the Board of Directors shall consist of at least five (5). Each Director shall be entitled to one vote at any meeting of the club.

- F. The three (3) founding members; John Lynch, John Aldrich, and Ken Kolthoff shall have a lifetime appointment to the board.

V. OFFICERS OF THE BOARD OF DIRECTORS.

At each annual meeting, the Board of Directors shall elect Officers for the club: President, Vice-President, Secretary, and Treasurer. Any two or more offices may be held by the same person. The Officers shall hold office until the next annual meeting.

VI. RESPONSIBILITIES OF THE OFFICERS OR EXECUTIVE COMMITTEE AND/OR THE BOARD OF DIRECTORS.

- A. The Officers shall act as the Executive Committee of the Board of Directors and as such shall direct the general business management of the club. Responsibilities specific to each Officer are as follows:
 - 1. President – Shall make arrangements for and preside at all meetings.
 - 2. Vice-President – Shall perform such duties as are ordinarily incumbent upon Vice-Presidents and other duties as assigned by the President.
 - 3. Secretary – Shall keep and maintain minutes of all meetings, have custody of the minutes, give notices as required for all meetings, maintain correspondence, and perform any other duties as directed by the Board of Directors.
 - 4. Treasurer – Shall supervise the safekeeping of all funds, shall maintain an inventory of all property, shall supervise and be responsible for keeping all books and records of all financial transactions, issue checks for board approved expenditures, prepare and present a financial statement at each meeting, prepare and present an annual budget, and submit all books for an annual audit as directed by the Board of Directors.
- B. No compensation shall be made to any Board of Director member for participation in club meetings. No action may be taken by the Board of Directors to allow any part of the net income of the club to be distributed to any Board of Director member.
- C. Deeds, mortgages, contracts, and conveyances and other such instruments creating, conveying, granting or releasing any interest in real estate, and all other instruments or contracts having or requiring the acknowledgment of the club shall be deemed sufficiently executed if signed by the President or Vice President, or as assigned by the Board of Directors to another Director, or to the Treasurer.
- D. As a non profit organization to be operated exclusively for charitable, educational or scientific purposes under the nonprofit rules of section 501(c)(7) of the Internal Revenue Code, any available net income or profits of the Corporation may annually be applied only to the expansion or support of the UNI football program.

VII. MEETINGS/COMMUNICATION.

The Board of Directors shall meet at least quarterly.

There will be an annual meeting open to all contributing club members.

The annual meeting will generally be in the spring, coinciding with the spring practices unless otherwise determined by the board.

All meetings can be held virtually as needed.

An annual report will be available to all members.

VIII. AMENDMENTS

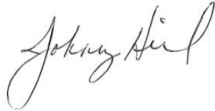
Any of the provisions of these BYLAWS may be amended, altered, or repealed at any regular, special, or annual meeting of the Board of Directors, upon the affirmative vote of two-thirds of the Board of Directors present, provided at least a ten day written notice stating the place, day and hour of the meeting was made either personally, or by mail to all members of the Board of Directors.

Certification

Ken Kolthoff, President of PANTHER LEGACY CLUB, and Johnny Hill, Secretary of PANTHER LEGACY CLUB certify that the foregoing is true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on July 26, 2022.



By: _____ Date: 7-26-2022
Ken Kolthoff, President



By: _____ Date: 7-26-2022
Johnny Hill, Secretary