

# BY-LAWS

## OF

---

### ARTICLE I

#### Offices

SECTION 1. Registered Office. The address of the registered office of this corporation in the State of Minnesota shall be that set out in the Articles of Incorporation or later effected per annual registration filing with the Minnesota Secretary of State under authority of the Board of Directors.

SECTION 2. Other Offices. The Corporation may also have an office or offices at such other place or places, within or without the State of Minnesota, as the Board of Directors may from time to time determine. The Corporation may keep the books and records of the Corporation at such place or places within or without the State of Minnesota as the Board of Directors may from time to time designate.

### ARTICLE II

#### Board of Directors

SECTION 1. General Powers. The business and affairs of the Corporation shall be managed by the Board of Directors of the Corporation (the “Board”), and the disbursement of its funds and the disposition of its property in fulfillment of the Corporation’s purposes shall be vested in and controlled by the Board.

SECTION 2. Grant-making and Financial Assistance. In furtherance of (and not in limitation of the powers and responsibilities conferred by the preceding

sentence, statute and the Corporation's Articles of Incorporation) the Board shall enjoy and exercise absolute discretion to make grants and contributions and otherwise render financial assistance to achieve purposes set out in Internal Revenue Code ("the Code") Section 170(c)(2)(B). As set out in the Articles of Incorporation, a non-individual grantee must be: (1) an organization organized and operated exclusively for exempt purposes specified in Section 501(c)(3) of the Code and accorded tax-exemption under that Code Section with concomitant classification as a nonprivate foundation; or (2) an individual, a nonprofit corporation, governmental unit or political subdivision that has demonstrated capacity to utilize funding to such purposes and agrees to take funds with restrictions both to use of funds and obligations back to the Corporation as the Board shall direct. [Any reference in these By-laws to a section of the Code shall be deemed to refer to the provisions of that section of the Internal Revenue Code of 1986, as amended, which is in effect at the date of adoption of this By-law section, or corresponding provisions of subsequent Federal tax law in effect at the relevant time.]

SECTION 3. Number and Term of Office. The number of members constituting the Board at any time shall be not less than three (3) nor more than fifteen (15), the exact number to be fixed, from time to time, by action of the majority of the existing Board. The Board may also appoint one or more Directors Emeritus; Director Emeritus is an honorary position and a Director Emeritus has no voting rights. If any Director ceases to serve by reason of death, resignation, retirement, disqualification or removal from office, or otherwise, such vacancy shall be filled by a majority vote of the then existing Directors. Any Director appointed to fill a vacancy shall serve until the regular meeting at which said position is scheduled for election.

SECTION 4. Qualification and Term of Office. Directors need not be residents of the State of Minnesota. A Director shall hold such office for a term of ten (10) years, beginning on the date of adoption of these By-laws or from his or her appointment to such office, whichever is later, or until the earlier death, resignation, removal, or disqualification of the Director. A Director may serve successive terms. A Director shall hold office until the regular meeting for the year in which his or her term expires and until the Director's successor is elected and qualifies, or until the earlier death, resignation, removal, or disqualification of the Director. A Director may participate in the voting for his or her successor.

SECTION 5. Resignation, Removal and Vacancies. Any Director may resign at any time by giving written notice of his or her resignation to the Chair, the Executive Director, the Secretary or the Board of the Corporation. Any such resignation shall take effect immediately unless the notice states a later time for the effectiveness of such resignation. Any Director who has been elected to fill a vacancy on the Board may be removed with or without cause by a majority vote of the Directors.

SECTION 6. Meetings.

(a) Regular meetings. Regular meetings of the Board shall be held at such times and places (within or without the State of Minnesota) as the Board shall from time to time determine. If the Board fails to select a place for such a meeting, the meeting shall be held at the principal office of the Corporation. The setting of one or more regular meetings does not obviate the need for notice of such meetings to be provided, although no purpose need be set out in notice of a regular meeting. Meeting sites may be altered, or the meeting held at an alternative time, only upon proper notice, as set out herein.

(b) Special or Other Meetings. Special or other meetings of the Board may be held at such time and place as are decided and announced at a previous meeting of the Board, or may be called at any time (a) by the Chair, (b) by the individual fulfilling the statutory responsibilities required at all times to be situated in an Officer, traditionally the Officer the statute titles a “President” (in this corporation’s case, that being the Executive Director per Article IV, Section 5 of these By-laws) pursuant to (c) by the Board of Directors, or (d) upon the written request of two or more members of the Board of Directors. Anyone so entitled to call such a meeting of the Board of Directors shall make a written request to the Executive Director or the Chair to call the meeting, and that Officer shall then cause notice of the meeting, setting forth the time, place and purpose thereof, to be provided within five days of receiving the request. If that Officer fails to give notice of the meeting within seven days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place of the meeting and give notice in the manner hereinafter provided.

(c) Notice. Except as later provided in this paragraph, required notice of each meeting of the Board of Directors shall be given personally, or by mail (postage prepaid), telephone, or mode of electronic communication consented to by the Director (for example, e-mail or fax), and shall state the time and place. Unless otherwise stated in these By-laws, required notice shall be given no less than five (5) nor more than thirty (30) days before the meeting, excluding the day of the meeting, to each Director at his or her communication address according to the last available records of this corporation. Any Director may waive notice of a meeting of the Board before, at or after the meeting, orally, in writing or by attendance. Attendance by a Director at a meeting is a waiver of

notice of that meeting, unless the Director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting. If the date, time and place of the meeting of the Board has been announced at a previous meeting of the Board, no additional notice of such meeting is required, except that notice shall be given to all Directors who were not present at the previous meeting.

SECTION 7. Quorum and Manner of Acting. A majority of the Directors in office shall be present in person at any meeting of the Board in order to constitute a quorum for the transaction of business at such meeting, and the vote of a majority of those Directors present at any such meeting at which a quorum is present shall be necessary for the passage of any resolution or act of the Board, except as otherwise expressly required by law or these By-laws. A majority of the Directors present at a meeting of the Board may, despite the absence of a quorum, adjourn such meeting from time to time until a quorum shall be present.

SECTION 8. Action by Communications Equipment. The Directors may participate in a meeting of the Board by means of a conference telephone, video conference or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at such meeting.

SECTION 9. Written Actions (Action Without Meeting). In accord with the Articles of Incorporation allowing written action by less than unanimous action, specifically as set out here in conformity with the relevant Article there, any action which may be taken at a meeting of the Board may be taken without a meeting by written action

signed, or consented to by electronic communication, by the number of Directors that would be required to take the same action at a meeting of the Board at which all Directors are present. For such action to be effective, upon signature or consent of the last required Director, immediate notice of the action shall be made to all Directors and at the time of that notice, the action shall be effective. A Director who does not sign or consent to the written action has no liability for the action or actions so taken.

SECTION 10. Dissent from Action. A Director who is present at a meeting of the Board at which any action is taken shall be considered to have assented to the action taken unless the Director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter, or unless the Director votes against the action at the meeting (including by NOT having signed or consented to a written action), or is prohibited from voting on the action due to conflict of interest.

SECTION 11. Compensation. Directors shall not be entitled to receive from the Corporation any compensation for their services as such Directors.

### ARTICLE III

#### Committees

The Board may, by resolution passed by a majority vote of the entire Board, designate one or more committees to have such duties and functions as shall be provided in such resolution. A committee shall consist of one or more persons, who need not be Directors, that have been appointed by affirmative vote of a majority of the Directors present at a Board meeting at which quorum is present. The chairperson of the committee must be a member of the Board. A majority of the members of the committee

present at any meeting of the committee is a quorum for the transaction of business, unless a larger or smaller proportion or number is provided in the resolution approved by the Board. Committees created by the Board shall keep a record of their deliberations and shall report regularly to the Board. All committee records shall be available upon request to members of the committee and to any Director.

## ARTICLE IV

### Officers

SECTION 1. Chair and Co-Chair. The Directors may elect from their number a Chair and a Co-Chair of the Board, who shall occupy such offices until death, resignation, retirement, other event preventing him or her from acting in such capacity, or removal. The Chair and the Co-Chair may be removed by the affirmative vote of a majority of all of the Directors.

SECTION 2. Officers. The Board shall elect an Executive Director, a Secretary, and a Treasurer. In addition, there may be such officers or assistants as may be elected or appointed in the manner hereinafter provided. The officers shall have such authority and shall perform such duties as are prescribed by applicable statutes, the Articles of Incorporation, the By-laws, or as may be determined from time to time by the Board. Any number of offices may be held by the same person.

SECTION 3. Term of Office: Other Officers. Except as otherwise provided in this Article, the officers shall hold office until their successors are elected or appointed and shall qualified by the Board at any regular or special meeting; provided, however, that any officer may be removed with or without cause by the affirmative vote of a majority of the Directors present at a Board meeting at which a quorum is present.

SECTION 4. Chair or Co-Chair. The Chair or Co-Chair shall, to the extent not otherwise delegated by the Articles of Incorporation, By-laws, or the Board to some other officer or agent:

- (a) when present, preside over all meetings of the Board;
- (b) certify all proceedings of the Board; and
- (c) perform all other duties prescribed by the Board.

SECTION 5. Executive Director. The Executive Director shall, to the extent not otherwise delegated by the Articles of Incorporation, By-laws or the Board to the Chair or Co-Chair or to some other officer or agent:

- (a) have general active management of the business of the Corporation;
- (b) see that all orders and resolutions of the Board are carried into effect;
- (c) sign and deliver in the name of the Corporation any checks, drafts, orders for payment, notes, other evidence of indebtedness, deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the Corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person; and
- (d) maintain records of and, when necessary, certify proceedings of the Board;
- (e) perform all other duties prescribed by the Board or by the Chair or Co-Chair.

SECTION 6. Treasurer. The Treasurer shall attend all meetings of the Members and the Board. The Treasurer shall ensure that, to the extent not otherwise



delegated by the Articles of Incorporation, By-laws or the Board to the Chair or Co-Chair or to some other officer or agent, at all times there shall be:

- (a) kept accurate financial records for the Corporation;
- (b) deposit of money, drafts, and checks in the name of and to the credit of the Corporation in the banks and depositories designated by the Board;
- (c) proper endorsement for deposit notes, checks, and drafts received by the Corporation as ordered by the Board, and proper vouchers made for their deposit;
- (d) disbursement of corporate funds and issuance checks and drafts in the name of the Corporation, as ordered by the Board;
- (e) upon request of the Board or the Board's Chair or Co-Chair, an account of transactions and of the financial condition of the Corporation be provided to the Board; and
- (f) the performance of other duties be undertaken by the Treasurer as prescribed by the Board or by the Board's Chair or Co-Chair.

SECTION 7. Secretary. The Secretary, if any, shall attend all meetings of the Members and the Board. The Secretary shall act as clerk and shall record all the proceedings of the meetings in the minute book of the Corporation and shall give proper notice of meetings of Members and the Board. The Secretary shall keep the seal of the Corporation, if any, and shall affix the seal to any instrument requiring it and shall attest the seal, and shall perform such other duties as may be prescribed from time to time by the Board.

SECTION 8. Compensation. The compensation, if any, to be paid by the Corporation to its officers shall be fixed from time to time by the Board. No officer shall be prevented from receiving such compensation by reason of also being a Director of the Corporation.

## ARTICLE V

### Seal

The Board shall determine whether or not the Corporation will adopt a corporate seal. If a corporate seal is adopted, inscribed on the corporate seal shall be the name of the Corporation and the words “Corporate Seal,” and when so directed by the Board, a duplicate of the seal may be kept and used by the Secretary of the Corporation.

## ARTICLE VI

### Executive Committee

The Board shall establish an Executive Committee composed of at least two Directors designated by the Board. The Executive Committee has the authority of the Board in the management of the business of the Corporation in the interval between meetings of the Board.

## ARTICLE VII

### Indemnification and Insurance

SECTION 1. Indemnification. The Corporation shall indemnify any person who is or was a director, officer, employee or agent of the Corporation to the full extent authorized by the Minnesota Nonprofit Corporation Act and any amendment thereto. The indemnification provided by this Article shall not be deemed exclusive of

any rights to which a person seeking indemnification may be entitled under any law, agreement, vote of disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

SECTION 2. Insurance. The Corporation may, to the extent authorized by the Board, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of law.

## ARTICLE VIII

### Fiscal Year

The fiscal year of the Corporation shall be the calendar year.

## ARTICLE IX

### Amendments

SECTION 1. The Board is expressly authorized to adopt, amend, or repeal the By-laws to the extent and in the manner prescribed in the Minnesota Nonprofit Corporation Act, by an affirmative vote of a majority of all the Directors then serving.

SECTION 2. Notice of the proposal to amend, repeal or adopt By-laws shall be included in the notice of any meeting of the Board at which such action shall be taken.