

**AMENDED BYLAWS OF
RED WING SWIM CLUB, INC.
A NON-PROFIT CORPORATION**

This instrument constitutes the Amended Bylaws of Red Wing Swim Club, Inc. (the “corporation”), a non-profit corporation organized pursuant to the Minnesota Non-Profit Corporation Act, Minnesota Statutes Chapter 317A (the “Act”), adopted for the purpose of regulating and managing the internal affairs of the corporation. These Amended Bylaws amend and restate any Bylaws formerly adopted by the corporation. These Amended Bylaws were duly adopted by the Members and the Board of Directors of the corporation in accordance with Section 317A.181 Subd. 2 of the Act and the provisions of the Bylaws of the corporation.

This corporation is organized exclusively for charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise shall be devoted to said purposes.

ARTICLE I
Members

Section 1.1. Membership. This corporation shall have no capital stock but shall have one (1) class of Members. No more than one (1) membership shall be held by any one (1) person or entity. Members shall consist of all persons who are in good standing with the corporation and who meet the criteria for membership now or hereafter established by the Board of Directors of the corporation. Among the criteria for membership, the Board of Directors may establish an annual membership fee and any special membership fees at any time. All membership fees shall be levied uniformly among the Members and shall not be applied in a discriminatory fashion. The Board of Directors may determine from time to time the amount and method of collection of the annual or special membership fees payable to the corporation. In addition, each person who desires to become a Member of the corporation may be requested to submit a membership form approved by the Board of Directors which shall provide, among other things, that the applicant agrees to abide by the Articles of Incorporation, Bylaws and Rules and Regulations of the corporation. Any person who renews membership is deemed to have consented to all current terms of the Articles of Incorporation, Bylaws and Rules and Regulations of the corporation.

Section 1.2. Member Rights/Terms of Membership. All Members are entitled to vote and have equal rights and preferences. Members shall each be entitled to one vote on any matter requiring a vote. The term of membership shall be for the time period established by the Board of Directors, or for as long as the Members meet the criteria established for membership, or until their death, voluntary withdrawal or expulsion, whichever occurs first. No Member shall transfer his/her membership, or any right arising therefrom.

Section 1.3 Resignation. A Member may resign at any time. The resignation of a Member

does not relieve the Member from any obligations the Member may have to the corporation for membership fees, assessments, or fees or charges for goods or services.

Section 1.4. Termination of Membership. Membership shall terminate at the end of the time period specified in Section 1.2. In addition, membership in the corporation may be terminated as follows:

(a) Membership in the corporation may be terminated by the Board of Directors, following ten (10) days' written notice, for nonpayment of any annual or special membership fee.

(b) In the event a Member fails to comply with the conditions of membership as established by the Board of Directors (other than the requirement to pay annual or special fees), the membership of such Member may be revoked or suspended by the Board of Directors, provided that the Member is given: (1) not less than fifteen (15) days' prior written notice of the revocation or suspension, and the reasons for it; and (2) an opportunity to be heard by the Board of Directors, orally or in writing, not less than five (5) days before the effective date of the revocation or suspension.

Section 1.5. Authority to Cast Vote. At any meeting of the Members, a Member included on the voting register presented by the Secretary in accordance with Section 1.16, or the holder of such Member's proxy, shall be entitled to cast the vote which is allocated to the Member. Each Member is entitled to one (1) vote on each matter voted on by the Members. If a membership stands of record in the names of two (2) or more persons, their acts with respect to voting have the following effect:

(a) If only one (1) votes, the act binds all; and

(b) If more than one (1) votes, the vote must be divided on a prorata basis.

A corporate Member's vote may be cast by the president of the Member corporation, or by any other officer or proxy appointed by the president of such corporation, in the absence of express notice of the designation of some other person by the board of directors or bylaws of the Member corporation.

Section 1.6 Voting by Proxy. A Member may cast the vote which is allocated to the Member and be counted as present at any meeting of the Members by: (i) executing a written proxy naming another Person entitled to act on that Member's behalf, and delivering the same to the Secretary before the commencement of any such meeting; or (ii) telephonic transmission or authenticated electronic communication, whether or not accompanied by written instructions of the Member, of an appointment of a proxy to the Secretary before the commencement of the meeting. All proxies granted by an Member shall remain in effect until the earliest of the following events: (i) revocation by the granting Member by written notice or by personally attending and voting at the meeting for which the proxy is effective, (ii) the date specified in the proxy, if any, or if none eleven months after the date of the proxy, or (iii) the time at which the granting Member is no longer a Member.

Section 1.7 Voting by Mail Ballot or Electronic Means. To the extent not limited or prohibited by the Corporation's Amended Bylaws or the Act, the vote on any issue or issues may be

taken by electronic means or by mailed ballots, in compliance with the Act, in lieu of holding a meeting of the Members. Such a vote shall have the force and effect of a vote taken at a meeting; provided, that the total votes cast are at least equal to the votes required for a quorum. All requirements in this Section or the Amended Bylaws for a meeting of the Members, or being present in person, shall be deemed satisfied by a vote taken in compliance with the requirements of this Section. The voting procedures authorized by this Section shall not be used in combination with a vote taken at a meeting of the Members. However, voting by electronic means and mailed ballot may be combined if each is done in compliance with the Act. Ballots, along with notice of the vote, shall be delivered to every Member entitled to vote on a matter, subject to the following requirements:

a. Ballots and notice of the vote may be delivered by electronic communication only if the Corporation complies with Section 317A.450, Subdivision 5, of the Minnesota Statutes. Consent by a Member to receive notice by electronic communication in a certain manner constitutes consent to receive a ballot by electronic communication in the same manner.

b. The notice of the vote shall: (i) clearly state the proposed action, (ii) provide an opportunity to vote for or against each proposed action, (iii) indicate the number of responses needed to meet the quorum requirements, (iv) state the percentage of approvals necessary to approve each matter, and (v) specify the time by which a ballot must be received by the Corporation in order to be counted. The Board shall set a voting period within which the ballots or other voting response must be received by the Corporation, which period shall be not less than 15 nor more than 45 days after the date of delivery of the notice of the vote and voting procedures to the Members.

c. A ballot shall: (i) set forth each proposed action and (ii) provide an opportunity to vote for or against each proposed action.

d. The Board shall provide notice of the results of the vote to the Members within 30 days after the expiration of the voting period.

e. Approval by ballot under this Section is valid only if the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Section 1.8 Vote Required. A majority of the votes entitled to be cast by the Members present in person or represented by proxy at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the Members, except where a different vote or voting procedure is specifically required by the Amended Bylaws or the Act. The term "majority" as used herein shall mean in excess of 50% of the votes cast at a meeting, in person or by proxy, or voting by mail, in accordance with the allocation of voting power set forth in these Amended Bylaws. Cumulative voting shall not be permitted.

Section 1.9 Written Action. An action required or permitted to be taken at a meeting of the

Members may be taken without a meeting by written action signed, or consented to by authenticated electronic communication, by all of the Members entitled to vote on that action. The written action is effective when it has been signed, or consented to by authenticated electronic communication, by all of those Members, unless a different effective time is provided in the written action. When this chapter requires a certificate concerning an action to be filed with the secretary of state, the officers signing the certificate must indicate that the action was taken under this section.

Section 1.10 Place of Meetings. All meetings of the Members shall be held at such a place in the State of Minnesota reasonably accessible to the Members as may be designated by the Board in any notice of a meeting of the Members.

Section 1.11 Annual Meetings. An annual meeting of the Members shall be held at a reasonable time and place designated by the Board. At each annual meeting of the Members, (i) the Persons who are to constitute the Board shall be elected pursuant to Section 2.4, (ii) a report shall be made to the Members on the activities and financial condition of the Corporation, and (iii) any other matter which is included in the notice of the annual meeting, and is a proper subject for discussion or decision by the Members, shall be considered and acted upon at the meeting. If an annual meeting of Members has not been held during the immediately preceding fifteen (15) months, at least fifty (50) Members or ten percent (10%) of the Members, whichever is less, may also demand an annual meeting of Members.

Section 1.12 Special Meetings. Special meetings of the Members may be called for any purpose or purposes at any time, by: the Chair; the President; the Board of Directors; or at least fifty (50) Members or ten percent (10%) of the Members, whichever is less. Special meetings shall be held on the date and at the time and at a place, within or without the State of Minnesota, fixed by the President or the Board of Directors, except that a special meeting called by or at the demand of the Members pursuant to Section 1.12 of these Amended Bylaws shall be held in the county where the corporation's registered office is located. The business transacted at a special meeting shall be limited to the purposes stated in the notice of the meeting. The purpose for which the meeting is requested and held must be lawful and consistent with the Corporation's purposes and authority under the Amended Bylaws.

Section 1.13 Demand by Members. The demand for an annual or a special meeting of Members shall be given in writing to the President. Within thirty (30) days after receipt of the demand by the President, the Board of Directors shall cause a meeting of Members to be called and held no later than sixty (60) days after receipt of the demand, all at the expense of the corporation. If the Board of Directors fails to cause a meeting of the Members to be called and held as required by this Section, the Members making the demand may call the meeting by giving notice as required by Section 1.14 of these Amended Bylaws, all at the expense of the corporation.

Section 1.14 Notice of Meetings. Notice of all meetings of Members shall be given to every Member entitled to vote, except where the meeting is an adjourned meeting and the date, time and place of the meeting were announced at the time of adjournment. The notice shall be given at least ten (10) days before the date of the meeting, and not more than thirty (30) days before the date

of the meeting. The notice shall contain the date, time, and place of the meeting, and any other information required by these Amended Bylaws or applicable law. In the case of a special meeting, the notice shall contain a statement of the purposes of the meeting. The notice may also contain any other information deemed necessary or desirable by the Board of Directors, or by any other person or persons calling the meeting. Notice may be sent by United States mail and shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Notice may also be given by a form of electronic communication consented to by the Member to whom the notice is given. Consent by a Member to notice given by electronic communication may be given in writing or by authenticated electronic communication. The corporation is entitled to rely on any consent so given until revoked by the Member, provided that no revocation affects the validity of any notice given before receipt by the corporation of revocation of the consent. Electronic notice is deemed given:

- (a) If by facsimile communication, when directed to a telephone number at which the Member has consented to receive notice;
- (b) If by electronic mail, when directed to an electronic mail address at which the Member has consented to receive notice;
- (c) If by a posting on an electronic network on which the Member has consented to receive notice, together with separate notice to the Member of the specific posting, upon the later of:
 - (i) the posting; and (ii) the giving of the separate notice; and
- (d) If by any other form of electronic communication by which the Member has consented to receive notice, when directed to the Member.

A Member may waive notice of a meeting of Members. A waiver of notice by a Member shall be effective whether given before, at or after the meeting, and whether given in writing, orally, or by attendance. Attendance by a Member at a meeting shall be a waiver of notice of that meeting, unless the Member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and does not participate in the consideration of the item at that meeting.

Section 1.15 Quorum/Adjournment. Members holding one-tenth of the votes entitled to be cast, present in person or represented by proxy, shall constitute a quorum at a meeting of Members for the transaction of any business, except that of adjourning the meeting to reconvene at a subsequent time. Any meeting may be adjourned from time to time, but until no longer than 15 days later, without notice other than announcement at the meeting as initially called. If a quorum is present at the reconvened meeting, any business may be transacted which might have been transacted at the meeting as initially called had a quorum then been present. The quorum, having once been established at a meeting or a reconvened meeting, shall continue to exist for that meeting notwithstanding the departure of any Member previously in attendance in person or by proxy.

Section 1.16 Voting Register. The Secretary shall have available at the meeting a list of the Lot numbers, the names of the Members, the vote attributable to each Lot and the name of the Person (in the case of multiple Members) authorized to cast the vote.

Section 1.17 Agenda. The agenda for meetings of the Members shall be established by the Board, consistent with the Amended Bylaws, and shall be sent to all Members along with the notice of the meeting.

Section 1.18 Remote Communications for Meetings.

(a) To the extent determined by the Board, an annual or special meeting of Members may be held solely by one or more means of remote communication, if notice of the meeting is given to every Member, and if the number of Members participating in the meeting is sufficient to constitute a quorum at a meeting. Participation by a Member by that means constitutes presence at the meeting in person if all the other requirements of these Amended Bylaws and applicable law are met.

(b) To the extent determined by the Board, a Member not physically present in person at an annual or special meeting of Members may, by means of remote communication, participate in a meeting of Members held at a designated place. Participation by a Member by that means constitutes presence at the meeting in person if all the other requirements of these Amended Bylaws and applicable law are met.

(c) In any meeting of Members held solely by means of remote communication under subsection (a), or in any meeting of Members held at a designated place in which one or more Members participate by means of remote communication under subsection (b), the corporation shall:

(1) implement reasonable measures to verify that each person deemed present and entitled to vote at the meeting by means of remote communication is a Member; and (2) provide each Member participating by means of remote communication with a reasonable opportunity to participate in the meeting, including an opportunity to (a) read or hear the proceedings of the meeting substantially concurrently with those proceedings; (b) if allowed by the procedures governing the meeting, have the Member's remarks heard or read by other participants in the meeting substantially concurrently with the making of those remarks; and (c) if otherwise entitled, vote on matters submitted to the Members.

ARTICLE II

Board of Directors

Section 2.1. Board of Directors. The business, charitable affairs and property of the corporation shall be managed and controlled by or under the direction of its Board of Directors. Except as expressly prohibited by the Articles of Incorporation, these Amended Bylaws or the Act, the Board may act in all instances on behalf of the corporation. The Directors may exercise all such powers and do all such things as may be exercised or done by the corporation, subject to the provisions of the Articles of Incorporation, these Amended Bylaws and applicable law.

Section 2.2. Number of Directors. The Board of Directors shall consist of not less than seven (7) nor more than thirteen (13) individuals. All members of the Board of Directors are entitled to vote and shall have equal rights and preferences and each Director shall be entitled to one (1) vote, except only as provided in the Articles of Incorporation, these Amended Bylaws or the Act. Ex officio members of the Board of Directors who are directors because they hold another office or position are allowed and may participate in meetings of the Board of Directors, but shall not be entitled to vote. Employees and paid independent contractors of the corporation shall not be elected as members of the

Board of Directors, except as ex officio members. Members of the coaching staff may select one staff member to serve as an ex officio member of the Board of Directors. No more than one (1) member of the Board of Directors shall be elected from a household.

Section 2.3. Nominations. Nomination for election to the Board of Directors may, at the discretion of the Board, be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting of the Members. The Nominating Committee shall consist of a Chairperson, who shall be a member of the Board of Directors, and two or more additional individuals who may or may not be members of the Board of Directors. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Board, to serve until a full slate of directors has been elected at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Nominations may be made from members or non-members of the Board of Directors, subject to the maximum limit on terms provided in these Amended Bylaws.

Section 2.4. Election of Directors. Directors shall be elected by the Members of the Corporation in accordance with the procedures specified in these Amended Bylaws. Directors shall be elected by affirmative vote of a majority of the Members present in person or represented by proxy, or voting by mail, at a meeting at which a quorum is present, except where a different vote or voting procedure is specifically required by these Amended Bylaws or the Act. The term "majority" as used herein shall mean in excess of 50% of the votes cast at a meeting, in person or by proxy, or voting by mail, in accordance with the allocation of voting power set forth in these Amended Bylaws. If the directors so choose, election to the Board of Directors may be by secret written ballot, which ballot shall set forth the vacancies to be filled and the names of those individuals nominated by the Nominating Committee for such vacancy. The written ballot may also contain space for write-in votes of the Members for each vacancy. The Board of Directors shall determine the number of Board of Directors' vacancies to be filled by election prior to each meeting at which Directors are elected.

Section 2.5. Qualifications of Directors. Qualifications for election or appointment to the Board of Directors of the Corporation shall be determined by the members of the Board of Directors; provided that Directors must be natural persons and a majority of the Directors must be adults. Employees or paid independent contractors of the Corporation shall not be entitled to become members of the Board of Directors, except as ex officio members as provided in Section 2.2.

Section 2.6. Term. Directors shall serve for a term of three (3) years each, and terms shall be staggered so that approximately one-third (1/3) of the Directors shall be elected annually. No Director shall be eligible to serve for more than three (3) three (3) year terms consecutively. Each director shall hold office until expiration of the term for which the director was elected and until a successor is elected and qualified, or until the earlier death, resignation, removal or disqualification of the director. A decrease in the number of directors or term of office does not shorten an incumbent director's term. The term of a director elected to fill a vacancy expires at the end of the unexpired term that director is filling. The term of an ex-officio director serves as long as the director holds the office or position designated.

Section 2.7. Compensation. Directors shall not be compensated for their duties as directors, except that a director may receive a salary for his or her services as an employee, and directors may be reimbursed for expenses incurred on behalf of the corporation.

Section 2.8. Resignation. A director may resign at any time by giving written notice of his or her resignation to the corporation. The resignation is effective when received by the corporation, unless a later date has been specified in the notice. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

Section 2.9. Removal. A director may be removed at any time, with or without cause, if:

- (1) the director was named by the board to fill a vacancy;
- (2) the members with voting rights have not elected directors in the interval between the time of the appointment to fill the vacancy and the time of the removal; and
- (3) a majority of the remaining directors present affirmatively vote to remove the director.

A director may be removed from office, with or without cause, by the affirmative vote of a majority of the members eligible to elect that Director present at a duly held meeting; provided that not less than five (5) and not more than thirty (30) days notice of such meeting stating that removal of such director is to be on the agenda for such meeting shall be given to each director. Directors missing three (3) consecutive Board of Directors' meetings are subject to removal under this section.

Section 2.10. Vacancies. (a) If a vacancy occurs on the Board of Directors, including a vacancy resulting from death, resignation, removal, disqualification or an increase in the number of Directors, (1) the members with voting rights, if any, may fill the vacancy; or (2) the remaining members of the board, though less than a quorum, may fill the vacancy.

(b) If a vacant office was held by a director elected by a class, chapter, or other organizational unit or by region or other geographic grouping, only members with voting rights of the class, chapter, unit, or grouping are entitled to vote to fill the vacancy.

(c) If a vacant office was held by an appointed director, only the person who appointed the director may fill the vacancy.

(d) A vacancy that will occur at a specific later date may be filled before the vacancy occurs but the new director may not take office until the vacancy occurs.

A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

Section 2.11. Meetings. The Board of Directors shall have meetings at such places and times as it shall establish by resolution. There shall be an annual meeting of the Board of Directors held at least once per year at such time and place as may be designated by resolution of the Board of Directors. In addition, the Board shall hold regular meetings and special meetings as determined by the Board of Directors. The Board of Directors may hold their meetings at such places, whether in this state or in any other state, as a majority of the directors then in office may from time to time designate. Upon failure to designate any other place, such meetings shall be held at the registered office of the corporation. Any meeting among Directors may be conducted solely by one or more means of remote communication through which all of the Directors may participate in the meeting,

if the same notice is given of the meeting required under the terms of these Amended Bylaws, and if the number of Directors participating in the meeting is sufficient to constitute a quorum at a meeting. Participation in a meeting by remote communication constitutes presence at the meeting.

Section 2.12. Special Meetings. Special meetings of the Board of Directors may be called at any time upon request of the Chair, the President or any of the Directors, provided that any such request shall specify the purpose for the meeting. The President shall set the date for the special meeting within three (3) working days of making or receiving such request, and shall give not less than twenty-four (24) hours notice of the time, place and purpose of such special meeting.

Section 2.13. Notice. Notice of regular meetings, containing the date, time and place of the meeting and including a written agenda, shall be distributed to all Directors no less than three (3) days prior to a meeting. Written notice of any special meeting of the Board of Directors shall be given at least twenty-four (24) hours in advance of the meeting by the President or Vice-President by mail, telephone, telegraph, electronic communication, or in person.

(a) If the day, date, time and place of a board meeting have been provided in the Articles of Incorporation or Amended Bylaws or announced at a previous meeting of the Board of Directors, notice is not required. Notice of an adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

(b) Any notice to a Director given under these Amended Bylaws by a form of electronic communication consented to by the Director to whom the notice is given is effective when given. The notice is deemed given by:

(i) facsimile communication, when directed to a telephone number at which the Director has consented to receive notice;

(ii) electronic mail, when directed to an electronic mail address at which the Director has consented to receive notice;

(iii) a posting on an electronic network on which the director has consented to receive notice, together with a separate notice to the director of the specific posting, upon the later of:

(i) the posting; or

(ii) the giving of the separate notice; and

(iv) any other form of electronic communication by which the Director has consented to receive notice, when directed to the Director.

(c) An affidavit of the Secretary of the Corporation that the notice has been given by a form of electronic communication is, in the absence of fraud, prima facie evidence of the facts stated in the affidavit.

(d) Consent by a Director to notice given by electronic communication may be given in writing or by authenticated electronic communication. Any consent so given may be relied upon until revoked by the Director, provided that no revocation affects the validity of notice given before receipt of revocation of the consent.

Section 2.14. Quorum. At all meetings of the Board of Directors, a majority of the directors currently holding office shall be a quorum for the transaction of business. If a quorum is not present, a majority of the Directors present may adjourn the meeting from time to time without further notice. If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment even though the withdrawal of Directors originally present leaves less than the proportion or number otherwise required for a quorum.

Section 2.15. Majority Vote for Action. Except where otherwise required by law, the Articles of Incorporation or these Amended Bylaws, the affirmative vote of a majority of the Directors present at a duly held meeting shall be sufficient for any action.

Section 2.16. Waiver of Notice. Required notice of any meeting of the Board of Directors may be waived by any Director in writing or by authenticated electronic communication before, at or after a meeting. Such waiver shall be filed with the Secretary, who shall enter it upon the minutes or other records of that meeting. 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.

Section 2.17. Written Action. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed, or consented to by authenticated electronic communication, by all Directors. The written action is effective when signed, or consented to by authenticated electronic communication, by the required number of Directors, unless a different effective date is provided in the written action.

Section 2.18 Action by Electronic Communication.

(a) Any meeting among directors may be conducted solely by one or more means of remote communication through which all of the directors may participate in the meeting, if the same notice is given of the meeting required by Section 4.11, and if the number of directors participating in the meeting is sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence at the meeting.

(b) A director may participate in a board meeting by means of conference telephone or, if authorized by the Board, by such other means of remote communication, in each case through which that director, other directors so participating, and all directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting by that means constitutes presence at the meeting.

Section 2.19. Committees. By the affirmative vote of a majority of the directors, the Board of Directors may establish one or more committees having the authority of the Board in the management of the business of the corporation to the extent determined by the Board. At all times, committees shall be subject to the control and direction of the Board. A committee must consist of one or more persons appointed by the Board. Committee members must be natural persons. Committee members need not be directors. The Board may designate two or more of its members to constitute an executive committee. To the extent determined by the Board, the executive committee shall have the authority of the Board in management of the business of the corporation. The executive committee shall act only in the interval between meetings of the Board.

Section 2.20. Chair and Vice Chair. The Board of Directors shall elect a Chair and one or more Vice Chairs to serve for a period of one year or until a successor is nominated and appointed. The duties of the Chair and Vice Chair shall be as follows:

(a) Chair - The Chair shall preside at all meetings of the Board of Directors and shall oversee the long-term goals and purposes of the corporation. He or she shall also perform such other duties as may be determined from time to time by the Board of Directors.

(b) Vice Chairs - The Vice Chairs shall perform such duties as may be determined from time to time by the Board of Directors. The first Vice Chair so designated shall be vested with all powers of and perform all the duties of the Chair in the Chair's absence or inability to act, but only so long as such absence or inability continues.

ARTICLE III

Officers

Section 3.1. Officers. The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board of Directors may, from time to time, appoint.

Section 3.2. Duties. The duties of the officers of this corporation shall be:

(a) President - The President shall be the chief executive officer of the corporation and shall be responsible for the day to day operations of the corporation. The duties of the President shall include: (i) general active management of the business of the corporation; (ii) attending meetings of the Board of Directors (when present); (iii) seeing that the orders and resolutions of the Board of Directors are carried into effect; (iv) executing all deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation (provided, however, that two officers of the corporation shall be required to incur debt on behalf of the corporation); (v) maintaining records of proceedings of the Board of Directors; (vi) certifying proceedings of the Board of Directors; and (vii) performing such other duties as may

be prescribed by the Board of Directors.

(b) Vice President - The Vice President shall act in the place and stead of the President in the event of his or her absence, inability or refusal to act, and shall perform such other duties as may be prescribed by the Board of Directors.

(c) Secretary - The Secretary shall attend all meetings of the Board of Directors and any committee thereof, and keep the minutes of such meetings, give notices, prepare any necessary certified copies of corporate records, and perform such other duties as may be prescribed by the Board of Directors.

(d) Treasurer - The duties of the Treasurer shall include: (i) keeping accurate financial records for the corporation; (ii) depositing money, drafts, and checks in the name of and to the credit of the corporation in the banks and depositories designated by the Board of Directors; (iii) endorsing for deposit notes, checks, and drafts received by the corporation as ordered by the Board of Directors, making proper vouchers for the deposit; (iv) disbursing corporate funds and issuing checks and drafts in the name of the corporation, as ordered by the Board of Directors; (v) providing the President and the Board of Directors an account of transactions by the Treasurer and of the financial condition of the corporation; and (vi) performing such other duties as may be prescribed by the Board of Directors.

(e) Other Officers - Any other officers that may be appointed by the Board of Directors shall perform such duties as may be prescribed by the Board of Directors.

Section 3.3. Election, Term of Office and Qualifications. The Officers shall be elected annually at the annual meeting by the Board of Directors. The Officers shall serve for one (1) year or until their successors shall have been elected or until their earlier resignation or removal from office. Employees and paid independent contractors of the corporation shall not be appointed officers of the corporation.

Section 3.4. Members of the Board. The President shall be a member of the Board of Directors. All other officers may, but need not be, members of the Board of Directors.

Section 3.5. Resignation. An officer may resign at any time by giving written notice to the corporation. The resignation is effective without acceptance when the notice is given to the corporation, unless a later effective date is named in the notice.

Section 3.6. Removal. Any officer may be removed, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors.

Section 3.7. Vacancy. A vacancy in the office of President or Treasurer because of death, resignation, removal, or other cause must be filled for the unexpired term by the Board of Directors. A vacancy in any other office because of death, resignation, removal, disqualification, or other cause

may be filled for the unexpired term by the Board of Directors.

Section 3.8. Officers and Directors. The Board of Directors shall have the power to appoint, discharge and discipline all officers of the Corporation by an affirmative vote of a majority of the Directors.

ARTICLE IV **Standard of Care and Dealing With Other** **Corporations and Organizations**

Section 4.1. Good Faith. Each officer and director of the Corporation shall discharge his or her duties in good faith, in a manner the person reasonably believes to be in the best interests of the corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. A person who so performs those duties is not liable by reason of being or having been a director or officer of the corporation.

4.1.1 Reliance.

(a) A director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

(1) one or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented;

(2) counsel, public accountants, or other persons as to matters that the director reasonably believes are within the person's professional or expert competence; or

(3) a committee of the board upon which the director does not serve, duly established under section 317A.241 of the Act, as to matters within its designated authority, if the director reasonably believes the committee to merit confidence.

(b) Paragraph (a) does not apply to a director who has actual knowledge concerning the matter in question that makes the reliance otherwise permitted by paragraph (a) unwarranted.

4.1.2. Presumption of assent; dissent. A director who is present at a meeting of the board when an action is approved by the board is presumed to have assented to the action approved, unless the director:

(1) 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, in which case the director is not considered to be present at the meeting for purposes of this chapter;

(2) votes against the action at the meeting; or

(3) is prohibited from voting on the action by the articles or bylaws, as amended, or as a result of a decision to approve, ratify, or authorize a transaction pursuant to section 317A.255 of the Act or a conflict of interest policy adopted by the board.

4.1.3. Not considered trustee. A director, regardless of how identified, is not considered to be a trustee with respect to the corporation or with respect to property held or administered by the corporation, including without limit, property that may be subject to restrictions imposed by the donor or transferor of the property.

Section 4.2. Conflicts of Interest. A contract or other transaction between the corporation and: (1) its director or a member of the family of its director; (2) a director of a related organization, or a member of the family of a director of a related organization; or (3) an organization in or of which the corporation's director, or a member of the family of its director, is a director, officer, or legal representative or has a material financial interest; is not void or voidable because the director or the other individual or organization are parties or because the director is present at the meeting of the members or the board or a committee at which the contract or transaction is authorized, approved, or ratified, if any of the following are satisfied:

- (1) The contract or transaction was, and the person asserting the validity of the contract or transaction has the burden of establishing that the contract or transaction was, fair and reasonable to the corporation when it was authorized, approved, or ratified; or
- (2) the material facts as to the contract or transaction and as to the director's interest are fully disclosed or known to the Board of Directors or a committee, and the Board of Directors or committee authorizes, approves, or ratifies the contract or transaction in good faith by a majority of the Board of Directors or committee, not counting any vote that the interested director might otherwise have, and not counting the director in determining the presence of a quorum; or
- (3) the contract or transaction is a merger or consolidation described in Minn. Stat. §317A.601.

For the purposes of this Section:

- (1) A director does not have a material financial interest in a resolution fixing the compensation of the director or fixing the compensation of another director as a director, officer, employee, or agent of the corporation, even though the first director is also receiving compensation from the corporation; and

- (2) A director has a material financial interest in an organization in which the director, or a member of the family of the director, has a material financial interest.
- (3) A member of the family of a director is a spouse, parent, child, spouse of a child, brother, sister, or spouse of a brother or sister.

Section 4.3. Liability for Damages.

(a) Generally. Except as provided in subdivision (b), a person who serves without compensation as a director, officer, trustee, member, or agent of an organization exempt from state income taxation under Section 290.05 Subd. 2 of the Minnesota Statutes is not civilly liable for an act or omission by that person if the act or omission was in good faith, was within the scope of the person's responsibilities as a director, officer, member, or agent of the organization, and did not constitute willful or reckless misconduct.

(b) Exceptions. Subdivision (a) does not apply to:

- (1) an action or proceeding brought by the attorney general for a breach of a fiduciary duty as a director;
- (2) a cause of action to the extent it is based on federal law;
- (3) a cause of action based on the person's express contractual obligation; or
- (4) an action or proceeding based on a breach of public pension plan fiduciary responsibility.

Subdivision (a) does not limit an individual's liability for physical injury to the person of another or for wrongful death that is personally and directly caused by the individual.

(c) Definition. For purposes of this section, the term "compensation" means any thing of value received for services rendered, except:

- (1) reimbursement for expenses actually incurred;
- (2) a per diem in an amount not more than the per diem authorized for state advisory councils and committees under Section 15.059 Subd. 3 of the Minnesota Statutes; or
- (3) payment by an organization of insurance premiums on behalf of a person who is or was a director, officer, trustee, member, or agent of an organization, or who, while a director, officer, trustee, member, or agent of the organization, is or was serving at the request of the organization as a director,

officer, partner, trustee, employee, or agent of another organization or employee benefit plan against liability asserted against and incurred by the person in or arising from that capacity.

ARTICLE V

Finance

Section 5.1. Contributions. Any dues, contributions, grants, bequests or gifts made to the corporation shall be accepted or collected only as authorized by the Board of Directors.

Section 5.2. Banking. All funds of the corporation shall be deposited to the credit of the corporation under such conditions and in such banks as shall be designated by the Board of Directors.

Section 5.3. Contracts. All contracts, checks and orders for the payment, receipt or deposit of money, and access to securities of the corporation shall be as provided by the Board of Directors; provided, however, that the signature of two duly authorized officers of the corporation shall be required to incur any corporate debt.

Section 5.4. Budget. The annual budget of estimated income, operating expense and capital expense shall be approved by the Board of Directors.

Section 5.5. Property. Title to all property shall be held in the name of the corporation.

Section 5.6. Reports. A summary report of the financial operation of the corporation shall be made by the Treasurer at least annually to the Board of Directors.

Section 5.7. Fiscal Year. The fiscal year of the Corporation shall end each year on December 31.

ARTICLE VI

Indemnification

Section 6.1. Mandatory Indemnification. The Corporation shall indemnify those persons made or threatened to be made a party to a proceeding by reason of the former or present official capacity of the person to the fullest extent required by Minn. Stat. Chapter 317A, as amended from time to time (the “Minnesota Nonprofit Corporation Act” or the “Act”), including payment of attorneys’ fees, judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such proceedings; provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this article shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision of the Amended Bylaws.

Section 6.2. Discretionary Indemnification. To the extent not required by the Minnesota Nonprofit Corporation Act, the Corporation may elect, by an affirmative vote of a majority of the members of the Board of Directors, to indemnify any of its directors, officers, employees, volunteers or agents against any expense, liability or loss.

Section 6.3. Insurance. The Corporation may maintain insurance to protect itself and any director or officer of the Corporation against any expense, liability or loss, whether or not the Corporation has the obligation to indemnify such person against such expense, liability or loss under the Minnesota Nonprofit Corporation Act.

ARTICLE VII

Amendment of Bylaws

The Board of Directors may from time to time adopt, amend or repeal all or any of the Bylaws, as amended, of this corporation, subject to any limitations contained in the Act.

ARTICLE VIII

Corporate Seal

Section 8.1. Seal. The corporation shall not have a seal.

ARTICLE IX

Miscellaneous

Section 9.1 Books and Records. The Board of Directors shall keep or shall cause to be kept books of account and corporate record books containing minutes of meetings of the Members and members of the Board of Directors and all committees, including the Executive Committee, and such additional records and books of account as the Board of Directors deems appropriate.

The foregoing Amended Bylaws constitute the Amended Bylaws of the Corporation as duly adopted on the ____ day of _____, 2019.

_____, Secretary