

BYLAWS
OF THE
FIRST LUTHERAN CHURCH FOUNDATION OF MARSHALL, MN, INC.

PREAMBLE

The First Lutheran Church Foundation of Marshall, Minnesota, Inc. (hereinafter Foundation) shall act pursuant to the purposes as described and limited in its Articles of Incorporation.

ARTICLE I

OFFICES

The principal and registered offices of the corporation shall be located in the City of Marshall, Minnesota. The corporation may have such other offices either within or without of the state of its incorporation, as the Board of Directors (hereinafter Board) may designate or as the business of the corporation may require from time to time.

Article II

MEMBERSHIP AND MEETINGS

Section 1. Membership Qualifications

- (a) The Board shall establish, review, and change as required qualifications and standards for membership. Membership in First Lutheran Church Corporation qualifies that person for membership in this Foundation.
- (b) The Executive Committee has the power to temporarily suspend membership for cause. The Board has the power to, after notice and hearing, terminate membership for cause and to refuse to accept an application for membership or for renewal thereof. The members, may, after notice and hearing, terminate a membership with or without cause or refuse, with or without cause to approve

- (c) Voting membership will be open without any unlawful discrimination to any and all interested persons or entities on application and upon payment of the prescribed annual membership fees or by monetary or other donation of a value equal to or greater than the annual membership fee. Said fees are to be determined by Board resolution.
- (d) Members other than natural persons may designate one representative in writing to vote in person or by proxy, as may natural person voting members.
- (e) Non-voting members to include honorary and life memberships may be so designated by the Board resolution upon payment of any required fees or dues or upon contribution equaling a required value and may be suspended without notice and hearing with or without cause by Executive Committee and terminated without notice and hearing, with or without cause by Board resolution.

SECTION 2. ANNUAL MEETING.

The Annual Meeting of the voting members shall be held within 60 days of the close of the fiscal year for the purposes of electing directors, review of the annual report, and the transaction of such other business as may come before the meeting. If the election of the directors and review of the annual report are not held or completed at any Annual Meeting of the membership or at adjournment thereof, the meeting of the voting members as soon thereafter as conveniently may be noticed.

SECTION 3. SPECIAL MEETINGS.

Special meeting of the voting members for any purpose or purposes unless otherwise prescribed by statute, may be called by the President or by the Board and shall be called within 10 to 60 days by the President at the written request of any two or more members entitled to vote at said membership meeting.

SECTION 4. PLACE OF MEETINGS.

The Board may designate by notice any place either within or without of the state of incorporation as the place of meeting for any annual meeting or for any special meetings called. A waiver of notice signed by all members entitled to vote at a

meeting may designate any place as the place for holding of such meeting.

SECTION 5. NOTICE OF MEETING.

Written or printed notice stating the place, date, and hour of the meeting and proposed amendments to the Articles of Incorporation and the Bylaws and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 5 nor more than 30 days before the date of the meeting, either personally, electronically, or by mail, by or at the direction of the President or the Secretary or by the officers or persons calling the meeting, to each member entitled as of the date of mailing or personal or electronic delivery to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his address at it appears on the record of the corporation with postage thereon prepaid. Said notice also to appear at least once in the legal newspaper of each county in which the Foundation provides services. Said notice need not be in the form of a paid legal advertisement nor is an affidavit required. A copy of said notices, whether in advertisement or news story form shall be maintained in Corporation records.

SECTION 6. VOTING.

Each member in good standing at the beginning of the meeting shall be entitled to one vote at all meetings of the members of the Corporation. The Board will establish by resolution proxy rules per statute. There shall be no cumulative voting. Unless otherwise provided, an act by majority of the member present is an act of the membership if a quorum is present at the time of vote. Voting may be by mail or by electronic conference per statute.

SECTION 7. QUORUM.

Members holding 10% plus one of the votes entitled to be cast represented in person or by proxy shall constitute a quorum. Each member shall have one vote. Mail vote quorum is 20% plus one.

SECTION 8. MEMBERSHIP RESOLUTIONS.

As provided by law, by the Articles of Incorporation, by the Bylaws, and by the Board Resolution.

ARTICLE III

THE BOARD OF DIRECTORS

SECTION 1. POWERS AND RESTRICTIONS.

The Boards shall have full responsibility for determining, implementing, and monitoring policies governing operation of the Foundation. The Board shall perform all acts and functions not inconsistent with the Articles of Incorporation and Bylaws provided, however, that no indebtedness except for current operating expenses approved in advance by the Board or Executive Committee shall be incurred by or on behalf of the Corporation unless authorized in advance by a vote of the members, nor shall real estate be acquired, disposed of, or encumbered by or on behalf of the Corporation unless authorized by a vote of the members.

SECTION 2. COMPOSITION AND TERM OF OFFICE.

- (a) The number of Directors of the Corporation shall be no fewer than 3 no more than 9. Directors need not be residents of the state of incorporation. Each year, the Board by resolution shall direct the Nominating Committee and recommend to the coting membership as to the number of Directors desired for the next year. Prior to voting on the nominations, the membership shall ratify or amend the Board's resolution for the next fiscal year. The membership shall then vote on the nominations for Directors to fill the designated number of positions within the above limits.
- (b) The term of office for a Director shall be three years with approximately 1/3 of the members elected each year. Initial terms shall be staggered for one, two, and three years to establish continuity.
- (c) Directors shall serve for no more than six consecutive years, but may be eligible for re-election after having been off the Board for one year.
- (d) Directors will be voting members in good standing of the Corporation.

SECTION 3. EX OFFICIO NON VOTING DIRECTORS.

Ex officio non-voting Directors serve on the Board by virtue of their official position and/or by board resolution. An ex officio non-voting Director shall be annually re-appointed. Such a Director by virtue of his official position shall be considered each year for re-appointment by the Board, but shall automatically resign that position when that person no longer holds that official position which is the basis for the membership. The successor will be considered by the Board at that time. The executive Committee may temporarily suspend such a Director without notice and hearing. The Board may terminate such a Director without notice and hearing. Church pastors are ex officio non-voting Directors.

SECTION 4. ATTENDANCE.

For the purpose of conducting the business of the organization, Directors are encouraged to attend all meetings of the Board. However, failure to attend without good cause may be grounds for removal from the Board.

RESIGNATION AND REMOVAL.

Any Director may resign from the Board at any time by giving written notice to the resident or to the Secretary of the Corporation. Such resignation will become effective on the date of receipt. Any elected voting member of the Board may be removed from office after notice and hearing with or without cause by a resolution approved by two-thirds of the Directors present, or by a majority of the members present.

SECTION 6. REGULAR MEETINGS.

Regular meetings of the Board shall be held without other notice than this Bylaw as follows:

- (a) Immediately after and at the same place as the annual or special meeting of the voting membership; and
- (b) At other times, dates, frequencies, and places as designated by Board of resolution.

SECTION 7. SPECIAL MEETING.

Special meetings may be called at the written request of the President or any two Directors. The person or persons authorized to call special meetings may fix any place for

holding any special meeting of the Board called by them.

SECTION 8. NOTICE.

Notice of the special meeting shall be given at least five days previous thereto, by written notice delivered personally or mailed to each Director as his business or home address, or by electronic means. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed with Postage thereon prepaid. If notice be given by telegram or other electronic means, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company or when the electronic message is delivered to the carrier. Any Director may waive in advance notice of any or all meetings. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened, or because a quorum was not present. Neither the business to be transacted, nor the purpose or purposes of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting. However, an agenda and supporting information will normally be included with the notice of a special meeting or with the reminder as to regular meetings. Meetings may be by electronic conference per statute.

SECTION 9. QUORUM.

Directors holding one-third rounded to the next larger whole number of the votes entitled to be cast represented in person shall constitute a quorum. Each Director shall have one vote. Unless otherwise required, an act by a majority of the Directors present is an act of the Board if a quorum is present.

SECTION 10. INFORMAL ACTION BY DIRECTORS.

Any action that may be taken at a meeting of the Board may be taken without a meeting if the action is approved in advance by all Directors and subsequently approved in writing by all Directors.

SECTION 11. VACANCIES.

Any vacancy in a term of office of one or more Directors resulting from death, disability, resignation, or removal

shall be filled by the remaining Directors of the Corporation for the balance of the term so vacated.

SECTION 13. FUNCTIONS OF THE BOARD OF DIRECTORS.

- (a) Establish Board procedures for conducting business.
- (b) Establish goals and policies for the Foundation.
- (c) Determine, implement, and monitor policies governing operation.
- (d) Develop and update the long-range plans.
- (e) Provide for financial stability to include approval of the proposed budget, review of the on-going budget and fiscal year, review of the Audit Committee report on the prior fiscal year, and approval of the Annual Report for review by the membership.
- (f) Authorize, approve job descriptions, and approve evaluation standards for Corporation employees and agents.
- (g) Evaluate all phases of the Foundation program including its past, current, and future operation and quality of care.
- (h) Evaluate the Foundation services in light of First Lutheran Church Corporation and related needs.
- (i) Evaluate Foundation services with respect to expected standards of Foundation practices.
- (j) Review and ratify or change Executive Committee action.

SECTION 14. EMPLOYEES AND AGENTS.

- (a) Employees and agents:

The Executive Committee shall select, and annually appoint or reappoint, and if required, terminate experienced and qualified individuals to serve in employee or agent positions authorized by the Board.

(b) Employee and Agent Authority, Duties, Responsibilities, and Evaluation Standards:

The Board by resolution shall approve job descriptions, authorities, duties, responsibilities, and evaluation standards for employees and agents. Said resolutions will be in accordance with law, regulations, the Articles of Incorporation, the Bylaws, and other Board resolutions. Corporation committee policies may be followed when not in conflict with Board resolutions. The employee or agent will promptly report to the Executive Committee and/or the Board any conflicts in job description, authorities, duties, and responsibilities, and evaluation standards.

(c) Implementation of Evaluation Standards and Procedures:

The Executive Committee is responsible for implementation of evaluation standards and procedures.

(d) Suspension and Termination:

The Executive Committee may, without notice or hearing and with or without cause, temporarily suspend any employee or agent. The Executive Committee may after notice and hearing with or without cause terminate any employee or agent. The Board may reverse by a two-thirds vote an Executive Committee action either to terminate or to retain.

(e) Tenure:

No agent or employee shall be appointed for more than one year. Incumbents shall be considered for reappointment but need not be reappointed.

SECTION 15. FISCAL AGENT.

The Board may elect, annually appoint or reappoint, evaluate, and, if required, terminate, a Fiscal Agent to perform financial and related managerial services on contract. The Executive Committee may temporarily suspend without notice or hearing and with or without cause by said Fiscal Agent. The Board may terminate, without notice or hearing and with or without cause said Fiscal Agent.

SECTION 16. POOLED INCOME FUND.

The Board shall elect to participate in one or more pooled income funds. The Board shall annually review any participation in any pooled income fund. The Executive Committee may temporarily suspend the participation of this Foundation in a given pooled income fund without notice or hearing to said fund and with or without cause by said fund. The Board may terminate without notice or hearing and with or without cause said relationship with said fund.

SECTION 17. OTHER CONTRACTS.

The Board may contract out other services as required and by resolution pursuant to the budget process.

ARTICLE IV

OFFICERS

SECTION 1. NUMBER.

The officers of the Corporation shall be a President, one Vice President, a Secretary, a Treasurer, and others as may be designated by the Board, each of whom shall be elected by the Board.

SECTION 2. ELECTION AND TERM OF OFFICE.

The officers of the Corporation to be elected by the Board shall be elected annually by the Board, at the first meeting of the Board held after each annual meeting of the members. If such election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his/her successor shall have duly elected and shall have been oriented to the function of the Board or until his/her death or until he/she shall resign or shall have been removed in manner hereinafter provided. Officer shall be elected voting Board members.

SECTION 3. REMOVAL.

Any officer may be temporarily suspended without notice or hearing and with or without cause by the Executive Committee and may be removed or terminated by the Board after notice and hearing with or without cause by a two-thirds vote of the Directors at a meeting of the Board, or by a majority vote of the members present.

SECTION 4. VACANCIES.

A vacancy in an office because of death, resignation, removal, disqualifications, or otherwise, will be filled by the Board, for the unexpired portion of the term.

SECTION 5. PRESIDENT.

The President shall be the principal officer of the Corporation and shall preside, when present, at all meetings of the Board, Executive Committee, and meetings of members of the Corporation. The President may sign on behalf of the Corporation any documents or instruments which the Board has authorized to be executed, except where the signing and execution thereof is expressly delegated by the Board or by these Bylaws to come other officer or agent, or is required bylaw to be otherwise signed or executed. The President shall also perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time. The President shall chair the Executive Committee.

SECTION 6. THE VICE PRESIDENT.

In the absence of the President or in the event of their death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as, from time to time, may be assigned to them by the President or by the Board. The Vice President shall chair the policies and Procedures Committee.

SECTION 7. SECRETARY.

The Secretary shall:

- (a) Keep the Minutes of the Board's meetings in one or more books provided for that purpose.
- (b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. Accept written dissents.
- (c) Be custodian of the Corporate Records and of the Seal, if any, of the Corporation and see that the Seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized.

(d) Keep a roster showing the names and addresses of all the current members of the Corporation.

(e) Chair the Public Relations Committee.

SECTION 8. TREASURER.

The Treasurer shall keep or cause to be kept correct and accurate accounts of the properties and financial transactions of the Corporation. The Treasurer shall perform all duties incident to the office and such other duties as may be assigned from time to time by the President or the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety as the Board shall determine. The Treasurer may delegate any of his duties to any duly elected or appointed assistant treasurer or fiscal agent per Board resolution. The Treasurer shall insure that the Corporation complies with law, regulation, and generally accepted accounting principals as to financial operations. The Treasurer shall establish procedures to insure two-person control as to receipts and expenditures. The Treasurer shall chair the financial and gifts committee.

SECTION 9. EMPLOYEE AND AGENT STATUS.

Employees and agents will not be voting members of the Corporation, and hence, will not be elected voting Directors, Officers, or committee members. The Pastors shall be the ex officio non-voting members of the Foundation, the Board, the Executive Committee, and except as otherwise expressly provided, of any other Board Committees. The employees and agents, if any, shall act as the duly authorized representatives of the Corporation, Board, and Committees to the extent their job description, authorities, duties, and responsibilities allow, or as otherwise permitted or directed by law and regulation, the Articles of Incorporation, the Bylaws, the Corporation membership, Board, and Board Committees. If any employee or agent believes that there is a conflict or problem in this area, he/she will promptly report to the Executive Committee and/or the Board so that corrective action may be taken.

ARTICLE V

BOARD COMMITTEES

SECTION 1. STANDING COMMITTEES.

- (a) The Corporation shall have as standing committees the committees designated below and other committees as the Board authorized by resolution.
- (b) Executive Committee.
 - a. The Executive Committee shall consist of four Directors consisting of President as Chairperson, the Vice President as Assistant Chairperson and Chairperson of the Policies and Procedures Committee, the Secretary as Chairperson of the Public Relations and Membership Committee, and the Treasurer as Chairperson as the Financial and Gifts Committee. The Executive Committee shall act for and represent the Board when the Board is not in session and shall exercise all powers of the Board except as limited by law and regulation, the Articles of Incorporation, the Bylaws, and by Board resolution. The Executive Committee is at all times subject to the control and direction of the Board, as are all standing and special committees.
- (c) Other Standing Committees
 - 1. Policies and Procedures Committee chaired by the Vice President.
 - 2. Public Relations and Membership Committee chaired by the Secretary.
 - 3. Financial and Gifts Committee chaired by the Treasurer.

SECTION 2. SPECIAL COMMITTEES.

Special Committees may be appointed by the Executive Committee subject to subsequent approval by the Board or by the Board for such special tasks as circumstances might warrant. A Special Committee shall limit its activities to accomplish the task for which it was created. It shall have no power except within the limits specifically conferred by the Board. Upon completion of the appointed task, the

committee shall be discharged. The following special committees will be appointed at the appropriate time by the Board on an annual basis:

(a) The Audit Committee will be composed of three Directors and/or members appointed each year by Board resolution to review the financial operations during the past fiscal year and to prepare or review the previously-prepared annual report for Board review and approval. Internal and/or external auditors may be retained by Board resolution to assist this Committee. The Audit Committee members shall not have been officers and/or Executive Committee members for the year to be reviewed. The Treasurer is an ex officio non-voting member of this Committee.

(b) Nominating Committee:

The Nominating Committee will be composed of Directors and/or members appointed by Board Resolution to nominate voting members in good standing of the Corporation for Director positions at the Upcoming annual or special meetings of the membership. The Nominating Committee will make its report to the Board at least 30 days before the Annual Meeting.

(c) Organizational Structure Committee:

The Organizations Structure Committee shall be composed of Directors and/or members appointed annually by Board resolution to review the Articles of Incorporation, the Bylaws and any Committee policies for possible revision. If the Board choosed not to appoint this committee, this task shall be performed by the Policies and Procedures Committee.

(d) Other Special Committees:

Other special committees may be appointed by Board resolution to be composed of Directors and/or members.

SECTION 3. COMMITTEE ORGANIZATION.

All committee members will be voting members in good standing of the Corporation. As stated above, the chairpersons of the

standing committees and the membership of certain special committees shall also be Directors and, in some cases, Officers. Except as limited by the Bylaws, the Board shall select, annually appoint, or reappoint, evaluate, and, if necessary, terminate committee members. If status as a Director or an Officer is a pre-requisite to committee membership or chair status, loss of that status automatically terminates the committee membership and/or chair status. The Executive Committee may, without notice or hearing and with or without cause, temporarily suspend any committee chair or member. The Board may, after notice and hearing but with or without cause terminate any committee chair or member. Said termination shall be by a two-thirds vote of the Directors present at a Board meeting where the committee chair or membership status is by virtue of the Director or Officer status. The Board may authorize by resolution ex officio non-voting standing and special committee members in addition to those authorized by the Bylaws. If so, the Board shall select, annually appoint, or re-appoint, evaluate, and if necessary, terminate said non-voting ex officio committee members. The Executive Committee may without notice or hearing and with or without cause temporarily suspend any non-voting members. The Board without notice or hearing and with or without cause may terminate ex officio non-voting committee members. The Board or Executive Committee by resolution may designate Directors as co-chairs, assistant chairs, or acting chairs of a committee as required. If no Director is available, the Board may designate a non-Director Committee members as a co-chair, assistant chair, or acting chair. The Board or Executive Committee shall fill committee vacancies.

ARTICLE VI

PROFESSIONALS

SECTION 1. APPOINTMENT.

The Board shall review applications from church member and other professionals who have indicated an interest in assisting with contributions to this Foundation. The Corporation may appoint such persons to a referral list. The referral list shall be maintained by the First Lutheran Church office.

SECTION 2. REFERRALS.

When potential donors contact the church office for assistance, the church office may ask if the potential donor

has already retained an attorney, accountant, and/or other appropriate estate planning professional or professionals to assist the donor. If not, the church office shall advise the potential donor that the church office can provide names of attorneys, accountants, and/or other appropriate estate planning professionals to the potential donor. If the donor wishes to be given such names, the church office shall provide each donor with the names of those on the referral list. If a member, Director, and/or Officer of the Foundation is contacted by a potential donor for a referral. The potential donor shall be advised that the church office has a referral list.

SECTION 3. REFERRAL LIST STANDARDS.

Each professional on the referral list shall comply with his or her respective code of professional responsibility and/or other ethical and licensing standards. The church office will prepare a handout list of all attorneys, accountants, and other estate planning professionals. This list will be provided without further recommendations to potential donors who do not already have a professional to prepare the documents.

SECTION 4. REMOVAL FROM REFERRAL LIST.

The Executive Committee may temporarily suspend without notice or hearing and with or without cause a professional from the referral list. The Board may with notice and hearing and with or without cause remove a professional from the referral list.

SECTION 5. DUAL STATUS.

Professionals on the referral list may also be voting members in good standing of the Corporation, Directors, Officers, and committee chairs and members.

ARTICLE VII

GENERAL PROVISIONS

SECTION 1. ANNUAL REPORT.

Within 30 days after the close of each fiscal year, the Treasurer with the assistance of the Financial Committee, the Fiscal and Fund Agents, if any, and others shall submit to the Audit Special Committee the draft annual report for review and recommendation to the Board. Prior to the Annual Meeting, the Board shall review, revise if necessary, and approve the Annual Report which shall be available to voting members in good standing at the beginning of the Annual Meeting.

SECTION 2. INDEMNIFICATION.

The organization shall indemnify and hold harmless each person or his/her legal representative or successor, who has served, is serving or shall serve at any time hereinafter as Officer, Director, or member of Board Committees from and against any and all claims and liability, including reasonable attorney's fees and such amount of any judgment, decree, fine or penalty imposed upon him by a Court of competent jurisdiction, which is found to be reasonable by said Board, to which any such person shall become subject by reason of her/her having heretofore or hereinafter being and officer, director, or member of any Board Committee or of the Corporation, or by reason of any action alleged to have been heretofore or hereinafter taken or omitted by him/her as such officer, director or member of any Board Committee and shall reimburse each such person for all legal and other expenses reasonable incurred by them including reasonable attorney's fees, all of which have been found by the Board to be reasonable in connection with any claim of liability; provided, however, that no such person shall be indemnified against or be reimbursed for, any expenses incurred in connection with any claim or liability arising out of his/her own negligent or willful misconduct unless either

- (1) He/she is successful in his/her defense on the merits, or,
- (2) The Court in which such action, suit, or proceeding was instituted, on motion for such indemnification or reimbursement, finds payment not unreasonable or

(3) inequitable after such hearing and notice thereof as it deems proper.

The foregoing right to indemnify shall include reimbursement of the amounts and expenses paid in settling any such action, suit, or proceeding including reasonable attorney's fees, before judgment, when settling before judgment appears to be in the interests of the organization, provided the same is found to be reasonable by the Board, and shall not be exclusive of other rights to which such officer, director or member of the Board Committee may be entitled to as a matter of law.

SECTION 3. DUALITY OF INTEREST.

(a) Any voting member, Director, Officer, employee, agent, Board Committee member, professional, or any person with ex officio non-voting status in the Corporation who has an existing or potential interest in a contract or other financial transaction presented to the Board or any Committee thereof for deliberation, authorization, approval or ratification, or any of the above persons who reasonable believe that such an interest exists in another such person, shall make a prompt, full, and frank disclosure of the alleged interest to the Board or the Board Committee prior to its action on such contract or financial transaction. The interested party is required to disclose the nature and extent of their interest and any relevant and material facts, known to them, about the contract or transaction with might reasonably be construed to be adverse to the Corporation's interest.

(b) This Corporation is a non-profit tax-exempt corporation and is not a private foundation. It shall comply with Articles of Incorporation and the Bylaws that require compliance with Federal and State law and regulations concerning its tax-exempt status.

SECTION 4. SEAL.

No seal shall be required. The Board may, by resolution, provide for a Corporate Seal which shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation, and the words, "Corporate Seal."

Section 5. Waiver of Notice.

Whenever any notice is required to be given to any member or Director, Officer, employee, agent and/or professional of the corporation under the provisions of the Bylaws, or under the provisions of the Articles of Incorporation, or under the provisions of the laws of the state of incorporation, a waiver thereof in writing signed by the person or person, entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 6. Insurance.

The Board shall maintain adequate insurance to include malpractice and other liability insurance.

ARTICLE VIII

AMENDMENTS AND REVIEW

SECTION 1. AMENDMENTS TO BYLAWS.

The initial Bylaws shall be adopted by the initial incorporating Board of Directors. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Corporation voting members present at any Annual or Special Meeting. Said changes may be recommended by Board resolution or by written recommendation of any five corporation voting members as prescribed by law. In addition, the voting Corporation members, may as prescribed by law, authorize the Board to adopt Bylaw changes and/or new Bylaws.

SECTION 2. REVIEW.

Articles of Incorporation, the Bylaws, the Board resolutions and Committee Policies shall be reviewed annually by the Special Organizational Structure Committee, unless the Board approves said annual review by the Policies and Procedures Committee. The Committee performing that review shall submit a report to the Board at least 30 days prior to the Annual Meeting for Board review, revision if necessary, and approval.

ARTICLE IX

CONSTITUTION

SECTION 1. NO CONSTITUTION.

There shall be no constitution.

STATE OF MINNESOTA)
) ss.
COUNTY OF LYON)

_____, a Director of said Corporation, being first duly sworn and under oath, hereby states that on the ____ day of _____, 1985, at the first Annual Meeting of said Corporation, these Bylaws were duly enacted.

Subcribed and Sworn to before
me this ____day of _____, 1985.

NOTARY PUBLIC