

**BYLAWS
OF
GREATER NICOLLET AREA COMMUNITY FOUNDATION**

**Article 1
Name, Offices and Corporate Seal**

1. Name. The name of this corporation is Greater Nicollet Area Community Foundation.
2. Offices.
 - (a) The registered office of this corporation is 401 Pine Street, Nicollet, Minnesota 56074.
 - (b) The principal office for the transaction of business is located at 401 Pine Street, Nicollet, Minnesota 56074.
 - (c) Other offices for the transaction of business shall be located at such places within or without the State of Minnesota as the Board of Directors may from time to time determine.
3. Corporate Seal. This corporation shall have no corporate seal.

**ARTICLE 2
Directors**

1. Directors. The business, property and affairs of this corporation shall be managed and governed by a board of not less than five (5) and not more than nine (9) directors. The directors shall hold office for a period of three (3) years from the time of election, or until their successors are duly elected and qualified. The board shall have the authority to elect all members of the board, and the election of any new board member, and the re-election of any board members whose term is expiring, shall take place at the annual meeting of the board. The board may elect some board members to terms of one or two years to enable the staggering of terms. No board member may be elected to more than four (4) consecutive terms of any length (including a term to fill a vacancy), but a person may be elected to the board again after an absence of one (1) year. The board may increase or decrease the number of board members from time to time as it may deem appropriate to corporation needs, provided that such action cannot have the effect of removing any board member, and provided that the number of board members must be at least five (5) and no more than nine (9).
2. Annual Meeting. The annual meeting of the Board of Directors shall be held on the 1st day of August beginning in 2013, or as otherwise

changed by the Board of Directors. The time and place shall be designated by the directors. The purpose of the annual meeting of the Board of Directors shall be to elect the officers of this corporation and for the transaction of such other business as shall come before the meeting. Notice of such meeting shall be given as provided in Article 2, Section 4, for special meetings of the Board of Directors.

3. Regular and Special Meetings. Regular meetings of the Board of Directors shall be held at such time and place determined by the Board. Special meetings of the Board of Directors may be called by the Chairperson of the Board of Directors, by the Secretary, or by any two directors of the corporation directing that a meeting be held. By unanimous consent of the directors, special meetings of the Board of Directors may be held without notice at any time and place.

4. Notice. Notice of each special meeting shall be mailed to each director, addressed to his or her usual address, or emailed to his or her usual email address, at least seven (7) days before the day on which the meeting is to be held, or be delivered to him or her personally or by telephone, not less than five (5) days before the date on which the meeting is to be held. Each such notice shall state the time and place of the meeting, but need not state the purpose thereof, except as otherwise herein expressly provided. The specified time and place shall be reasonable.

5. Notices Excused. Any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given, if all of the directors of the corporation then in office shall be present thereat or waive such notice in writing before, at, or after such meeting.

6. Meeting Roles. At each meeting of the Board of Directors, the Chairperson or, in his or her absence, the Vice Chairperson, shall preside. The Secretary of this corporation or, in his or her absence, a person appointed by the Chairperson, shall act as secretary of the meeting.

7. Resignation. Any director of this corporation may resign at any time by giving written notice to the Chairperson of the Board of Directors or the Secretary. The resignation of any director shall take effect at the time, if any, specified therein, or if no time is specified therein, on receipt thereof by the officer of this corporation to whom such written notice is given. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

8. Vacancies. Any vacancy in the Board of Directors caused by death, resignation, removal, an increase in the number of directors, or any other cause, shall be filled by the majority vote of the remaining directors of the

corporation at any annual, regular, or special meeting. Each director so chosen shall hold office until his or her successor shall be duly elected and qualified.

9. Quorum. A quorum for the transaction of business at any meeting of the directors shall be one-half of the total number of directors, but not less than three (3). Once a quorum is present at a meeting, it continues to exist for the balance of the meeting in spite of the fact that one or more directors leaves the meeting. The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, the majority of the directors present may adjourn any meeting from time to time until a quorum be had. Notice of any adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

10. Officers. The directors shall elect the officers of the corporation and fix their salaries, if any, at any annual, regular or special meeting of the Board of Directors.

11. Proxies. A director shall not appoint a proxy for himself or herself or vote by proxy at any time.

12. Removal. Any director may be removed for cause, although such cause may be determined in the sole discretion of each director voting, by a vote of at least two-thirds of the total number of directors of the corporation, at any annual or regular meeting, or any special meeting called for that purpose, if the purpose shall be stated in the notice or waiver of notice of such meeting unless all the directors shall be present thereat.

13. Telephone Conference Meeting. The directors may participate in a meeting by conference telephone or similar communications equipment, if the requirements of notice and a quorum for a meeting of directors are met. All persons participating in the meeting shall be able to hear each other. Participation in a meeting pursuant to this provision shall constitute presence in person at the meeting. Records of the meeting shall be kept as at any other meeting of the directors.

14. Action Without a Meeting. An action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by all of the directors. A written action means a written document signed by all of the directors. This may include the counterparts of a written document signed by any of the persons taking the action described. Each counterpart constitutes the action of the persons signing it, and all of the parts, taken together, constitute one written action by all the persons signing them upon receipt by the Secretary. Similarly, such an action may be taken by emails received from all of the directors, provided that action is clearly stated in any communication to which such emails are in response.

15. Chairperson & Vice Chairperson of the Board of Directors. A Chairperson and a Vice Chairperson of the Board of Directors shall be elected at the annual meeting, and may be elected at any regular or special meeting if the purpose shall be stated in the notice or waiver of notice of such meeting, unless all the directors of this corporation shall be present thereat. The Chairperson of the Board of Directors and, in his or her absence, the Vice Chairperson, shall preside at all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors.

16. Committees. The Board of Directors may establish committees to assist in the governance and management of the corporation, both standing and ad hoc committees, which shall have such authority and duties as may be determined by the Board from time to time. All committees shall be accountable to the Board and subject to the direction and control of the Board. Members of all such committees, and the chairpersons of each committee, shall be appointed by the Chairperson of the Board with approval of the Board. Persons who are not members of the Board may be appointed to serve on any such committee if appointed in such manner. All appointments as committee members and committee chairpersons shall be reviewed and made at least annually. The Board may eliminate, combine and create committees and establish their authority and duties from time to time.

17. Procedure. *Robert's Rules of Order*, latest edition, shall govern parliamentary procedures of all meetings of the Board of Directors.

ARTICLE 3

Officers

1. Officers. The officers of this corporation shall be a President, a Vice President, a Secretary, and a Treasurer. Officers shall be elected at the annual meeting of the Board of Directors for a term of one (1) year. Each officer shall hold office until the next annual election of officers, until his or her death, until he or she shall resign, or until he or she shall have been removed in the manner hereafter provided. No officer need be a director of this corporation. Any number of offices or functions of those offices may be held or exercised by the same person.

2. Resignation. Any officer may resign at any time by giving written notice of his or her resignation to the Chairperson or the Secretary of this corporation. Any such resignation shall take effect at the time, if any, specified therein, or if no time is specified therein, upon receipt thereof by the Chairperson or the Secretary, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3. Removal. Any officer may be removed, either with or without cause, by a vote of a majority of the total number of directors, at any annual,

regular, or special meeting, if the purpose shall be stated in the notice or waiver of notice of such meeting, unless all the directors of this corporation shall be present thereat.

4. Vacancies. A vacancy in any office because of death, resignation, removal, or any other cause shall be filled for the unexpired portion of the term in the manner prescribed in these Bylaws for election to such office.

5. President. The President shall be the chief executive officer of this corporation and shall have general supervision over the business of this corporation, subject to the direction and control of the Board of Directors; shall see that all orders and resolutions of the Board of Directors are carried into effect; may execute and deliver in the name of the corporation (except in cases in which such execution and delivery shall be expressly delegated by the directors to some other officer or agent of this corporation or shall be required by law to be otherwise executed and delivered) any deeds, mortgages, leases, bonds, contracts, or other instruments pertaining to the business of this corporation; shall perform such other duties as may from time to time be prescribed by the Board of Directors; and, in general, shall perform all duties usually incident to the office of President.

6. Secretary. The Secretary shall be the Secretary of, and when present shall record, or have recorded, proceedings of all meetings of the Board of Directors; shall keep a register of the names and addresses of all directors of this corporation; shall at all times keep on file a complete copy of the Articles of Incorporation and all amendments and restatements thereof, a complete copy of these Bylaws and all amendments and restatements thereof, and a complete record of all meetings and actions of the Board of Directors; shall give proper notice of meetings of the Board of Directors; shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the President; and, in general, shall perform all duties usually incident to the office of Secretary.

7. Treasurer. The Treasurer shall be responsible for seeing that an accurate account of all monies of this corporation received or disbursed is kept; shall render to the directors, whenever required, an account of the financial condition of this corporation; shall perform such other duties as may from time to time be prescribed by the Board of Directors; and, in general, shall perform all duties usually incident to the office of Treasurer.

8. Other Offices. The Board of Directors may from time to time establish such other offices as it deems are in the best interest of the corporation. Such officers shall perform such duties and have such responsibilities and accountabilities as may be prescribed by the Board of Directors in the resolution creating the office.

ARTICLE 4

Indemnity

1. **Indemnity.** Each present or future director or officer, whether or not in office, and the personal representatives or other legal representatives of any such director or officer, shall be indemnified by the corporation against all reasonable costs and expenses (including the cost of reasonable settlements made with the view of curtailment of costs or litigation, but exclusive of any amount paid to the corporation in settlement) and counsel fees paid or incurred in connection with, or arising out of, any action, suit or proceedings to which any such director or his or her personal representatives or other legal representatives may hereafter be made a party by reason of his or her being or having been a director or officer of the corporation; provided (1) the action, suit or proceeding shall be so prosecuted to final determination and it shall not be finally adjudged that he or she had been derelict in performance of his or her duties as such director or officer, or (2) the action, suit or proceeding shall be settled or otherwise terminated as against such director or officer or his or her personal representative without a final determination on the merits, and it shall be determined that such director or officer had not, in any substantial way, been derelict in the performance of his or her duties as charged in such action, suit or proceeding, such determination to be made by the majority of the members of the Board of Directors who are not parties to such action, suit or proceeding, although less than the quorum, or by any one or more disinterested persons to whom the question may be referred by the Board of Directors. For the purposes of the preceding sentence, (a) "action, suit or proceeding" shall include every action, suit or proceeding, civil, criminal, or other; (b) the right of indemnification conferred thereby shall extend to any threatened action, suit or proceeding, the failure to institute it being deemed its final determination, (c) a judgment of conviction in any criminal action, suit or proceeding shall not constitute a determination that the person so convicted has been derelict in the performance of his or her duties if it is determined by a majority of the members of the Board of Directors who are not a party thereto, although less than a quorum, or by one or more disinterested persons to whom the question may be referred by the Board of Directors, that the person so convicted acted in good faith, for a purpose which he or she reasonably believed to be in the best interest of the corporation, and that he or she had no reasonable cause to believe that his or her conduct was unlawful. The corporation shall also indemnify an employee who is not an officer to the same extent that it does an officer. The foregoing right of indemnification shall not be exclusive of any other rights to which any director or officer or employee may be entitled as a matter of law or which may be lawfully granted to him or her.

ARTICLE 5
Records and Financial Matters

1. Books and Records. The Board of Directors of the corporation shall cause to be kept:

(a) records of all proceedings, minutes and written actions of the Board of Directors; and

(b) such other records and books of account as shall be necessary and appropriate to the conduct of the corporate business; and

(c) a manual containing all policies and procedures of the corporation.

2. Documents Kept at Principal Office. The Board of Directors shall cause to be kept at the principal office of this corporation, or at such other location determined by a vote of all directors of this corporation, copies of:

(a) records of all proceedings and members of the Board of Directors; and

(b) all financial statements; and

(c) Articles of Incorporation and Bylaws and all amendments and restatements thereof.

The documents kept at the principal office shall be the original records of the corporation and any documents which may be kept at the registered office of this corporation shall be considered duplicate records.

3. Accounting System and Audit. The Board of Directors shall cause to be established and maintained, in accordance with generally accepted accounting principles applied on a consistent basis, an appropriate accounting system for this corporation. The Board of Directors may cause the records and books of account of this corporation to be audited, at least once in each fiscal year, and at such other times as may be necessary or appropriate, and may retain such person or firm such as it may deem appropriate.

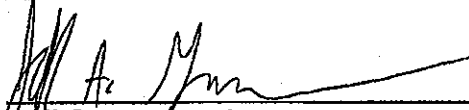
4. Fiscal Year. The fiscal year of the corporation shall be determined by the Board of Directors.

5. Transfer or Encumbrance of Assets. The approval of all the directors of this corporation shall be required for the transfer or encumbrance of all or substantially all of the assets of the corporation.

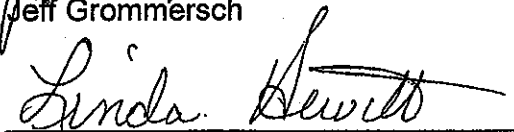
ARTICLE 6
Amendments

1. Amendments. The Board of Directors may adopt amendments to these Bylaws consistent with the law and the Articles of Incorporation by resolution adopted by at least a two-thirds vote of the total number of directors, provided that no amendment shall be adopted, the purpose or effect of which would be to divert the purpose or property of the corporation from a non-profit, tax-exempt corporation.

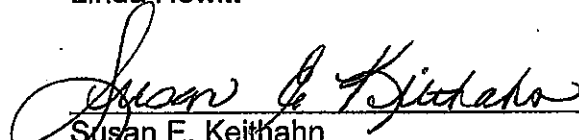
Unanimously adopted as of this 31st day of OCTOBER, 2012.



Jeff Grommersch



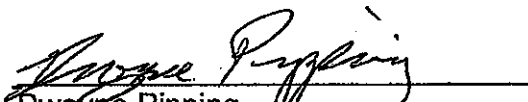
Linda Hewitt




Susan E. Keithahn



Charles Peters



Dwayne Pipping



Gary Schmidt



Lynrita Schmidt

Constituting the Entire Board of
Directors of Greater Nicollet Area
Community Foundation