

BY-LAWS

of



ARTICLE I

Name, Purpose and Offices

1. Name. The name of this Committee is [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] which is a voluntary citizens organization.
2. Purpose. The purpose is to assist the Department of Natural Resources in preserving and utilizing [REDACTED] State Park by assisting with its development, proper planning and management of its facilities and use. It shall be a communicating link with the public and the Division of Parks and the Legislature. It shall have such other purposes as its Board of Directors may determine from time to time that are related to and beneficial to [REDACTED] State Park.
3. Offices. The principal office of the Committee in the State of Minnesota shall be located at [REDACTED] [REDACTED] [REDACTED]. The Committee may have such other offices within the State of Minnesota, as the Board of Directors or Officers may determine.

ARTICLE II

Members

1. Annual Meeting. The annual meeting of members shall be held during September of each year commencing in the year [REDACTED], at such date, time and place in said month as may be designated by the Board of Directors. Notice of time and location will be published prior to the meeting.
2. Special Meetings. Special meetings of members shall be held as called by action of the Executive Committee or Chairman.

3. Notice of Meetings. Notice of meetings shall be given in writing, mailed or delivered in person, at least fifteen (15) days prior to the meeting.
4. Membership fee. The annual fee for membership is five dollars (\$5.00). Members must have their annual membership fee paid to participate in the annual election.

ARTICLE III

Board of Directors

1. General Powers. The affairs of the Committee shall be managed by the Board of Directors.
2. Number, Tenure and Qualifications. The number of Directors shall be established at nine (9). Three directors shall be elected for a three year term at the annual meeting and continue to serve until their successors are elected or appointed. The election of the first Board of Directors is established as follows:
 - a. At the first annual meeting, all nine directors will be elected from the members.
 - b. Following election, each director shall draw once from a container holding three markers marked one, three marked two and three marked three. The number drawn specifies the initial term of that director. Subsequent terms will be for three years, as specified in these By-Laws.
3. Annual Meeting. The regular annual meeting of the Board of Directors shall be held in September of each year, immediately following adjournment of the annual meeting of members.
4. Special Meeting. Special meetings of the Board of Directors shall be held at such times and places as shall, from time to time, be determined by the Executive Committee.

5. Executive committee. The Executive Committee shall consist of Officers of the Committee. The Executive Committee is empowered to conduct the day-to-day business of the Committee and may speak on behalf of the Committee.

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6. Notice and Waiver of Notice. Notice of any special meeting of the Board of Directors shall be given at least three (3) days prior thereto by written notice delivered personally or by mail to each director at his address as shown by the records of the Committee, or telephone call.

Any Director may waive notice of any meeting before, at or after the meeting. Attendance at any meeting by a Director shall constitute waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

7. Quorum. A quorum shall consist of five. If less than a quorum of the Directors is present at a meeting, a majority of the Directors present may adjourn the meeting without further notice. Any action taken by less than a quorum must be ratified by the Board of Directors at the next meeting.

8. Regular Meetings. Regular meetings of the Board of Directors shall be held quarterly, in the following months; September (annual meeting), December, March and June.

9. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these By-Laws.

10. Record of Proceedings. The Secretary of the Committee shall keep a record of all proceedings of meetings. If the Secretary is not in attendance a Secretary pro tem, chosen by the Chairman, shall so act.

11. Vacancies; Election. During the interim between annual meetings of members, any vacancy occurring in the Board of Directors, and any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors from a slate prepared by the nominating committee. A Director elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office,

or, if no predecessor, until the next annual meeting of the Committee and until a successor shall have been elected and qualified.

12. Compensation. Directors shall not receive compensation for their services as such, but nothing herein contained shall be construed to preclude a Director from serving the Committee in any other capacity and receiving reasonable compensation therefor, or from receiving reimbursement of actual expenses incurred by reason of attendance at meetings of directors.

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13. Informal Action by Directors. Any action which may be legally taken at a meeting of Directors may be taken without a meeting if a consent in writing, setting forth the action, shall be signed by all of the Directors.
14. Interim Committee. The Board of Directors may appoint an Interim Committee to act severally or collectively in a consultative or other capacity as the Board of Directors may determine.
15. Removal. Any Director failing to attend four (4) consecutive meetings may be removed as a Director by the Board. Directors may be removed for cause by the Board of Directors.
16. Rules of Order. Robert's Rules of Order shall govern the meetings of the Committee.

ARTICLE IV

Officers

1. Designation. The Officers of the Committee shall be a President, one or more Vice Presidents, a Secretary, Treasurer, and such other Officers as the Board may, from time to time, designate.
2. Election and Term of Office. Officers shall be elected at the annual meeting of the Board of Directors, and the Officers so elected shall hold office for the term of one year and until their successors are elected. Officers so elected may be removed from office with or without cause by the Board of Directors. Vacancies occurring in any office shall be filled by the Board of Directors for the balance of the term. The Board of Directors shall set the compensation of Officers,

if any. The President shall not serve for more than three consecutive terms.

3. Powers and Duties. The several Officers shall have such powers and authority and shall perform such duties as commonly pertain to their respective offices, or as the Board of Directors may assign and direct from time to time. Specifically, and without limiting the generality of the foregoing:

(A) President. The President shall be the chief executive officer of the Committee. The president shall execute all deeds, bonds, mortgages and other contracts, as authorized by the Directors. The President shall be ex-officio a member of all standing committees, and shall have the general powers and duties of the supervision and management usually vested in the office of the President of the Committee. In the absence or disability of the President, a Vice-President may act in stead.

(B) Vice-President. The Vice-President shall serve as the President in the absence of the President. In such capacity, the Vice-President shall have all of the powers and duties of the President.

(C) Secretary. The Secretary attends all sessions of the Board of Directors and records all votes and the minutes of all proceedings in a book kept for that purpose; and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board or President.

(D) Treasurer. The Treasurer shall have the custody of the Committee funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the Committee and shall deposit all moneys and other valuable effects in the name and to the credit of the Committee, in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Committee in such name as may be designated by the Board of Directors, taking the proper vouchers for such disbursements, and shall render to the President and Directors, at the meetings of the Board, or whenever they may require it, an account of all the transactions as Treasurer and of the financial condition of the Committee.

4. Vacancy. If the office of any Officer or agent becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the Directors may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurs.

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ARTICLE V

Committees

1. Committees. Directors have the power to establish standing and ad-hoc committees as determined necessary. Members to such committees may be appointed by the President.

ARTICLE VI

Contracts, Checks, Gifts, Investments and Powers

1. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the Committee, in addition to the Officers so authorized by these By-Laws, to enter into any contract or lease, or execute and deliver any instrument in the name of and on the behalf of the Committee, and such authority may be general or confined to specific instances.
2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Committee, shall be signed by such

Officer or Officers, agent or agents of the Committee and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President of the Committee.

3. Gifts. The Board of Directors may accept on behalf of the Committee, any contribution or gift for the general purpose or for any special purpose of the Committee.
4. Authority. In no event shall any person or other entity dealing with the Directors or Officers be obligated to inquire into the authority of the Directors and Officers to enter into and consummate any contract, transaction, or other action.
5. Powers. All the Committee powers, including, without limitation, those provided by the Minnesota Nonprofit Corporation Act, except such as are otherwise provided for in these By-Laws and in the laws of the State of Minnesota, shall be and are hereby vested in and exercised by the Board of Directors. The Board of Directors may, by general resolution, delegate to committees of their own number, or to Officers of the Committee such powers as they may see fit, and revoke such delegations.

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ARTICLE VII

Fiscal Year

1. Fiscal Year. The fiscal year of the Committee shall begin on the first day of September and shall end on the last day August in each year.

ARTICLE VIII

Amendment of By-Laws

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted at the annual meeting. At least fifteen (15) days written notice of the meeting and of the proposed amendment shall be mailed or delivered to each member entitled to vote at the meeting.

ARTICLE IX

Dissolution

Dissolution of this organization may be accomplished at the annual meeting or calling for a special meeting of the general membership for such purpose. At least fifteen (15) days written notice of the meeting and of the proposed dissolution shall be mailed or delivered to each member entitled to vote at the meeting. A three quarters majority vote in favor of dissolution, by members attending the meeting is required to dissolve this organization. Any assets to the name of this organization shall be distributed to a qualified non-profit organization or governmental unit.

Approved and adopted by the Board of Directors this day of October, [REDACTED]

[REDACTED]
By

[REDACTED] President

Attest:

[REDACTED] Secretary