

BY-LAWS
OF
Minnesota Randonneurs

The initial trustees of Minnesota Randonneurs, do hereby publish and promulgate these By-Laws of Minnesota Randonneurs.

Article 1.

Definitions

Section 1.01 Name. The "Corporation" shall mean: Minnesota Randonneurs, its successors and assigns.

Section 1.02 Board. The "Board" shall mean the Board of Directors of the Corporation.

Section 1.03 Without limiting the generality of the below, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the Corporation and a natural person.

Article 2.

Principal Office

Section 2.01 The principal office for the transaction of business of the Corporation is located in the County of Dakota, State of Minnesota.

Section 2.02 The Board is hereby granted full power and authority to change the principal office of the Corporation from one location to another. Any such change shall be noted by the Secretary in these By-Laws, but shall not be considered an amendment of these By-Laws.

Article 3.

Purposes, Objectives and Governing Instruments

Section 3.01 Purpose. The Corporation is organized exclusively to promote long-distance bicycling, known as randonneuring, in Minnesota, western Wisconsin, and northern Iowa. It may accomplish this purpose by the following activities:

- (a) organizing and promoting qualification rides and other bicycle events primarily in the these areas;

- (b) establishing and maintaining a close working relationship with Randonneurs USA (RUSA) for the purpose of qualification of RUSA members for the Grand Brevets and for other rides, awards and/or honors of RUSA and of the Audax Club Parisien;
- (c) soliciting and raising funds for all appropriate activities of the organization;
- (d) fostering participation in American and international amateur cycle sport activities;
- (e) doing any other appropriate act to further the above purposes, however, this organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Internal Revenue Code Section 501(c)(3) or corresponding provisions of any subsequent federal tax laws.

Section 3.02 Governing Instruments. The Corporation shall be governed by its Articles of Organization and its By-Laws.

Section 3.03 Nondiscrimination Policy. The Corporation will not practice or permit any unlawful discrimination on the basis of sex, age, gender, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

Section 3.04 Limitations on Activities. No part of the activities of the Corporation shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the Corporation operate a social club or carry on business with the general public in a manner similar to an organization operated for profit. Notwithstanding any other provision of these By-Laws, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

Section 3.05 Dedication of Asset and Dissolution.

- (a) The property of this Corporation is irrevocably dedicated to promoting long-distance bicycling and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private persons.
- (b) Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such

purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article 4.

Membership

Section 4.01 Classifications. The Corporation shall have two class of members as follows:

Section 4.02 Full Memberships. Any person, as defined in Minnesota Statutes, sec. 333.001, subd. 2, is eligible to be a member of the Corporation so long as if he or she is under the age of eighteen (18) years that the minor must have parental consent to be a member. Each individual member shall have one vote in the Corporation elections.

Section 4.03 Other Memberships. Other memberships may be conferred upon individuals or organizations by the Board. These memberships do not require dues to be paid and do not entitle the recipient to vote in elections nor serve on the Board. The Board may create categories of other memberships as it sees fit.

Section 4.04 Fees, Dues, and Assessments. Each full member must pay, within the time and on the conditions set by the Board, the initiation fee and annual dues in amounts which may be fixed from time-to-time by the Board. The dues and fees shall be equal for all full members.

Section 4.05 Number of Members. There shall be no limit on the number of members the Corporation may admit.

Section 4.06 Membership Records. The Corporation shall keep in written form or in any form capable of being converted into written form, a membership record containing the name, address, and class of each member. The record shall also contain the fact of termination and the date on which such membership ceased. Such records shall be kept at the principal office of the Corporation and shall be subject to the rights of inspection required by law as set forth in these By-Laws.

Section 4.07 Inspection Rights of Members. Subject to the Corporation's right to set aside a demand for inspection pursuant to Minnesota Statutes, sec. 317A.349, subd. 5 and the power of the court to limit inspection rights pursuant to Minnesota Statutes, sec. 317A.349, and unless the Corporation provides a reasonable alternative, any member may do either or both of the following:

- (a) Inspect and copy the record of all the members' names, addresses, and voting rights, at reasonable times, on five (5) business days' prior written demand on the Corporation, which demand shall state the purpose for which the inspection rights are requested; or
- (b) Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of the date of demand.

The demand shall state the purpose for which the list is requested. The membership list shall be available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

Section 4.08 Nonliability of Members. A member of the Corporation shall not solely because of such membership be personally liable for the debts, obligations, or liabilities of the Corporation.

Section 4.09 Transferability of Membership. Neither the membership in the Corporation nor any rights in the membership may be transferred for value or otherwise.

Section 4.10 Termination of Membership.

- (a) Causes. The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:
 - (i) Where a membership is issued for a period of time, the expiration of such period of time;
 - (ii) The death of a member;
 - (iii) A members failure to abide by a written warning, including recommendations issued by the Board. The Board may issue a formal written warning either on its own action or after receiving a written grievance from another member setting forth facts supporting an allegation that the member has violated the By-Laws.
 - (iv) Nonpayment of Dues. The membership of any member who fails to pay his or her dues.
 - (v) Resignation by Giving Notice. The membership of any member of the Corporation shall automatically terminate on such member's written request for such termination delivered to the President or Secretary of the Corporation personally or deposited in United States [first-class] mail, postage prepaid.

Section 4.11 Effect of Termination. All rights of a member in the Corporation and in its property shall cease on the termination of such member's membership. Termination shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues, or fees, or arising from contract or otherwise. The Corporation shall retain the right to enforce any such obligation or obtain damages for its breach.

Article 5.

Meetings of Members

Section 5.01 Regular Meetings. Regular meetings of members shall not be held.

Section 5.02 Special Meetings.

- (a) Authorized Persons Who May Call. A special meeting of the members may be called at any time by any of the following: The President, the Board, or by five percent or more of the full members.
- (b) Calling Meetings by Members. If a special meeting is called by members other than the President, the request shall be submitted by such members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or by telegraphic or other facsimile transmission to the President, any Vice-President, or the Secretary of the Corporation. The officer receiving the request shall cause notice to be promptly given to the members entitled to vote, in accordance with the provisions described in Notice of Members' Meetings, that a meeting will be held, and the date for such meeting, which date shall be not less than 30 nor more than 90 days following the receipt of the request. If the notice is not given within the 20 days after receipt of the request, the persons requesting the meeting may give the notice.

Section 5.03 Notice of Members' Meetings.

- (a) General Notice Contents. All notices of meetings of members shall be sent or otherwise given in accordance with Manner of Giving Notice not less than 30 nor more than 90 days before the date of the meeting or as may be otherwise ordered by the Directors. The notice shall specify the place, date, and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, and no other business may in that case be transacted, or (ii) in the case of the annual meeting, those matters which the Board, at the time of giving the notice, intends to present for action by the members. The meeting may be held at any place in the United States of America designated by the Board. In the absence of any such designation the meeting shall be held at the principal office of the Corporation.
- (b) Manner of Giving Notice. Notice of any meeting of members shall be given either personally or by first-class mail, telegraphic, electronic mail or other written communication, charges prepaid, addressed to each member either at the address of that member appearing on the books of the Corporation or the address given by the member to the Corporation for the purpose of notice. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegraph or other means of written communication.

Section 5.04 Quorum.

- (a) Percentage Required. Thirty-three and one-third percent of the full members shall constitute a quorum for the transaction of business at a meeting of the

members. A lesser amount may constitute a quorum if notice of the general nature of the meeting is sent to the members at least 30 days before the meeting, said notice complying with all bylaw provisions governing the time and manner of giving notice as stated herein.

- (b) Loss of Quorum. The members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by a least a majority of the members required to constitute a quorum.

Section 5.05 Adjourned Meeting. Any members' meeting, whether or not a quorum is present, may be adjourned from time-to-time by the vote of the majority of the members represented at the meeting, either in person or by proxy.

Section 5.06 Voting.

- (a) Eligibility to Vote. Persons entitled to vote at any meeting of members shall be full members as of the date determined in accordance with Section 4.9.
- (b) Manner of Casting Votes. Voting may be by voice or ballot, provided that any election of Directors must be by ballot.
- (c) Cumulative Voting. Cumulative voting shall not be authorized for the election of Directors or for any other purpose.

Section 5.07 Waiver of Notice or Consent by Absent Members.

- (a) Written Waiver of Consent. The transactions of any meeting of members, however called or noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each person entitled to vote, who was not present in person or by proxy, signs a written waiver of notice or a consent to a holding of the meeting, or an approval of the minutes.
- (b) Waiver by Attendance. Attendance by a person at a meeting shall also constitute a waiver of notice of that meeting, except when the person objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice.

Section 5.08 Action by Written Consent Without a Meeting or by Ballot.

- (a) Ballot. Any action that may be taken at any meeting of members may be taken without a meeting and without prior notice if ballots are received from a number of members at least equal to the quorum applicable to a meeting of members. The term ballot as used in these By-Laws include a written ballot or a ballot transmitted by electronic means including emails through the internet.

All such ballots shall be filed or recorded with the Secretary of the Corporation and maintained in the corporate records. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation.

Section 5.09 Record Date for Member Notice, Voting, Giving Consents. The Board may fix, in advance, a "record date," which shall not be more than 90 nor fewer than 10 days before the date of any such meeting, nor more than 90 days before any such action without a meeting. Only full members of record on the date so fixed are entitled to notice, to vote, or to give consents, as the case may be.

- (a) Failure of Board to Determine Date. Unless fixed by the Board, the record date for determining those members entitled to receive notice of, or to vote at, a meeting of members, shall be the business day preceding the day on which notice is given or ballots have been mailed, or, if notice is waived, the next business day preceding the day on which the meeting is held.

Section 5.10 Proxies. Members entitled to vote, as set forth in the Voting section of these By-Laws, shall have the right to vote either in person or by a written proxy executed by such person or his or her duly authorized agent and filed with the Secretary of the Corporation, except as otherwise expressly provided in these By-Laws, provided, however, that a proxy shall not be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. The maximum term of any proxy shall be three (3) years from the date of its execution. Every proxy shall continue in full force and effect until revoked by the person executing it prior to any vote.

Article 6.

Directors

Section 6.01 Annual Meeting. A meeting of the Board shall be held annually at such place, on such date and at such time as may be fixed by the Board, for the purpose of electing Directors, receiving annual reports of the Board and Officers, and for the transaction of such other business as may be brought before the meeting.

Section 6.02 Number. The number of Directors constituting the entire Board shall be fixed by the Board, but such number shall not be less than three (3).

Section 6.03 Powers.

- (a) General Corporate Powers. The business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.
- (b) Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the Directors shall have the power to:

- (i) Establish policies in accordance with the purposes of the Corporation set forth in the Articles of Incorporation and these By-Laws.
- (ii) Select and remove all officers, agents, and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these By-Laws.
- (iii) Approve the disbursement of all corporate funds.
- (iv) Change the principal Office from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any meetings.
- (v) Borrow money and incur indebtedness on behalf of the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

Section 6.04 Qualifications. The Directors shall be full members of the Corporation.

Section 6.05 Election and Term of Office of Directors. The initial Directors of the Corporation shall be those persons specified in the Certificate of Organization of the Corporation. Each Director, including a director elected to fill a vacancy or elected at a special member's meeting, shall hold office until the next annual meeting of the Board and until such Director's successor has been elected and qualified, or until his or her death, resignation or removal.

- (a) Election. Directors shall be elected by written ballot mailed or sent by electronic means to all individual full members. Completed ballots shall be returned within thirty days of the date of mailing. After the initial election of Director the candidate receiving the highest number of votes up to the number of Directors to be elected are elected annually.
- (b) Nomination. Any person qualified to be a Director may be nominated for the Board. The Board shall establish nomination procedures each year not later than the fall issue of the newsletter for any position which is vacant or whose holder's term will expire that year. A member may submit his or her own name as a candidate for current vacancies in accordance with the nominations procedures established.
- (c) Term of Office. All Officers terms shall begin on January 1 of the year following the year in which elected and shall end on December 31 of the third year following the year in which elected. No director may be elected to more

than two successive partial or full terms. The President shall serve no more than three consecutive one year terms.

Section 6.06 Additional Meetings. Regular meetings of the Board may be held at such times as the Board may from time to time determine. Special meetings of the Board may also be called at any time by the President or by a majority of the Directors then in office.

Section 6.07 Notice of Meetings. No notice need be given of any annual or regular meeting of the Board. Notice of a special meeting of the Board shall be given by service upon each Director in person or by mailing the same to him at his or her post office address as it appears upon the books of the Corporation at least two business days (Saturdays, Sundays and legal holidays not being considered business days for the purpose of these By-Laws) if given in person, or at least four business days, if given by mailing the same, before the date designated for such meeting specifying the place, date and hour of the meeting. Whenever all of the Directors shall have waived notice of any meeting either before or after such meeting, such meeting shall be valid for all purposes. A Director who shall be present at any meeting and who shall not have protested, prior to the meeting or at its commencement, the lack of notice to him, shall be deemed to have waived notice of such meeting. In any case, any acts or proceedings taken at a Directors' meeting not validly called or constituted may be made valid and fully effective by ratification at a subsequent Directors' meeting that is legally and validly called. Except as otherwise provided herein, notice of any Directors' meeting or any waiver thereof need not state the purpose of the meeting, and, at any Directors' meeting duly held as provided in these By-Laws, any business within the legal province and authority of the Board may be transacted.

Section 6.08 Quorum. At any meeting of the Board, a majority of the Directors then in office shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, a majority of the Directors present may adjourn the meeting from time to time to another time and place, without notice other than announcement at such meeting, until a quorum shall be present.

- (a) A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, provided that any action which may be taken is approved by at least a majority of the required quorum for such meeting.

Section 6.09 Voting. At all meetings of the Board, each Director shall have one vote. In the event that there is a tie in any vote, the President shall have an additional vote to be the tie-breaker.

Section 6.10 Waiver of Notice. The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 6.11 Action Without Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or any such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or any such committee shall be filed with the minutes of the proceedings of the Board or such committee.

Section 6.12 Removal. The Board may declare vacant the office of a Director on the occurrence of any of the following events: (1) death or disability of the Director; (2) the Director has failed to attend two out of three consecutive meetings of the Board; or (3) for cause by the affirmative vote of two-thirds of the Directors present and voting at any meeting of the Board.

Section 6.13 Resignation. Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the chairman of the Board, the President, the Secretary, or the Board, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the Board may elect a successor to take office when the resignation becomes effective. No director may resign when the Corporation would then be left without a duly elected director or Directors in charge of its affairs.

Section 6.14 Vacancies.

- (a) Events Causing Vacancy. A vacancy or vacancies in the Board shall be deemed to exist on the occurrence of the following: (i) the death, disability, resignation, or removal of any director, (ii) any newly created directorships, (iii) the vote of the members to remove a director, (iv) the failure of the members, at any meeting of members at which any director or Directors are to be elected, to elect the number of Directors to be elected at such meeting.
- (b) Filling Vacancies. The Board shall have the power to fill any vacancy on the Board until the next election of Directors at which time the candidate with the third highest vote shall serve the remainder of the term. The members may elect a director or Directors at any time to fill any vacancy or vacancies not filled by the Directors. A Director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

Section 6.15 Committee. The Board, by resolution adopted by a majority of the entire Board, may designate from among the Directors an executive committee and other standing committees, each consisting of three or more Directors, to serve at the pleasure of the Board, and each of which, to the extent provided in such resolution, shall have the authority of the Board. The Board may designate one or more Directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee.

Section 6.16 Participation by Telephone. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 6.17 Compensation. Directors shall serve without compensation, but may receive such reimbursement of expenses, as may be determined by resolution of the Board to be just and reasonable.

Article 7.

Officers

Section 7.01 Officers. The officers of the Corporation shall be a President, a Secretary and a Treasurer. The Corporation may also have, at the discretion of the Board, one or more Vice Presidents, one or more Assistant Secretaries, and such other officers as may be appointed in accordance with the provisions of these By-Laws. The same person may hold more than one office, except that the same person may not be both President and Secretary.

Section 7.02 Election. The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of Subordinate Officers or Vacancies of these By-Laws, shall be chosen annually by the Board at the first meeting of the Board, and each shall hold office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified.

Section 7.03 Subordinate Officers, Etc. The Board may appoint such other Officers as may be deemed desirable, including one or more Vice-Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers. Such Officers shall serve for such period as the Board may designate.

Section 7.04 Vacancies. Any vacancy occurring in any office, whether because of death, resignation or removal, with or without cause, or any other reason, shall be filled by the Board.

Section 7.05 Powers and Duties of the President. The President shall be the Chief Executive Officer of the Corporation. The President shall be the Chair of the Board and shall have general supervisory authority over the activities of the Corporation. The President, subject to ratification by the members, shall establish any standing committees authorized in the By-Laws, and shall establish any other committees or other entities deemed necessary. The President shall delegate to any such committee such authority as the President shall see fit. The President shall be an ex-officio member of all Corporation committees.

Section 7.06 Powers and Duties of the Vice-Presidents. Each of the Vice-Presidents, if any, shall have such powers and shall perform such duties as may from time to time be assigned to such Vice President by the Board.

Section 7.07 Powers and Duties of the Secretary. The Secretary shall record and keep the minutes of all meetings of the Board. The Secretary shall be the custodian of, and shall make or cause to be made the proper entries in, the minute book of the Corporation and such books and records as the Board may direct. The Secretary shall have such other powers and shall perform such other duties as may from time to time be assigned to the Secretary by the Board.

(a) Membership Records. The Secretary shall keep, or cause to be kept, at the principal executive office, as determined by resolution of the Board, record of

the corporate members, showing the names of all members and their addresses.

Section 7.08 Powers and Duties of the Treasurer. The Treasurer shall be the custodian of all funds and securities of the Corporation in a bank or banks to be approved by the Board. The Treasurer shall make disbursements to items in the approved annual budget. All non-budgeted items must be approved specifically by the Board. Whenever so directed by the Board, the Treasurer shall render a statement of the cash and other accounts of the Corporation, and the Treasurer shall cause to be entered regularly in the books and records of the Corporation to be kept for such purpose full and accurate accounts of the Corporation's receipts and disbursements. The Treasurer shall at all reasonable times exhibit the books and accounts to any Director upon application at the principal office of the Corporation during business hours. The Treasurer shall have such other powers and shall perform such other duties as may from time to time be assigned to the Treasurer by the Board.

Section 7.09 Delegation. In case of the absence of any Officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may at any time and from time to time delegate all or any part of the powers or duties of any Officer to any other Officer or to any Director or Directors.

Section 7.10 Removal. Any officer may be removed, either with or without cause, by a majority of the Directors at the time in office, at any regular or special meeting of the Board, or, except in case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board.

Section 7.11 Resignation. Any officer may resign at any time by giving written notice to the Board, the President, or to the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Article 8.

Bank Accounts, Checks, Contracts and Investments

Section 8.01 Bank Accounts, Checks and Notes. The Board is authorized to select the banks or depositories it deems proper for the funds of the Corporation. The Board shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness.

Section 8.02 Contracts. The Board may authorize any Officer or Officers, agent or agents, in addition to those specified in these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

Section 8.03 Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board may deem desirable.

Article 9.

Fiscal Policies

Section 9.01 Fiscal Policy. All fiscal policies of the Corporation shall be promulgated by the Treasurer with the approval of the Officers. All expenditures of the Corporation funds must be made pursuant to items in the approved annual budget and must be authorized in advance by the Officers. All non-budgeted items must be approved specifically by the Directors.

Section 9.02 Expenditures. Expenditures of \$250.00 or less may be approved by the President or the Treasurer and expenditures up to \$500.00 may be approved by the President and the Treasurer in an emergency. In either case the expenditure must be presented to the Board at or before its next scheduled meeting.

Section 9.03 Fiscal Year. The Corporation fiscal year begins January 1 and ends December 31.

Article 10.

Records and Reports

Section 10.01 Inspection Rights. Any member of Corporation may:

- (a) Inspect and copy the records of members' names and addresses during usual business hours on five days' prior written demand on the Corporation, stating the purpose for which the inspection of rights are requested, and
- (b) Obtain from the Secretary of the Corporation, on written demand and on the tender of the Secretary's usual charges for such a list, if any, a list of names and addresses of members who are entitled to vote for the election of Directors, as of the most recent record date for which that list has been compiled, or as of a date specified by the member after the date of demand. The demand shall state the purpose for which the list is requested. This list shall be made available to any such member by the Secretary on or before the later of 20 days after the demand is received or the date specified in it as the date by which the list is to be compiled.

Section 10.02 Maintenance and Inspection of Articles and By-Laws. The Corporation shall keep at its principal the original or a copy of the Articles of Incorporation and By-Laws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.

Section 10.03 Maintenance and Inspection of Other Corporate Records. The accounting books, records, and minutes of proceedings of the members and the Board of Directors and any

committee(s) of the Board shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal executive office of the Corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. The minutes and accounting books and records shall be open to inspection on the written demand of any member, at any reasonable time during usual business hours, for a purpose reasonably related to the member's interests as a member. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts. These rights of inspection shall extend to the records of each subsidiary corporation of the Corporation.

Section 10.04 Inspection by Directors. Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 10.05 Annual Report. The annual report to members referred to in the California Nonprofit Corporation Law is expressly dispensed with, but nothing in these By-Laws shall be interpreted as prohibiting the board of directors from issuing annual or other periodic reports to the members of the Corporation as they consider appropriate. However, the Corporation shall provide to the directors, and to those members who request it in writing, within 120 days of the close of its fiscal year, a report containing the following information in reasonable detail:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

Article 11.

Conflicts of Interest

Section 11.01 Conflicts of Interest. A contract or transaction between the organization and one or more directors or between the organization and any other corporation, partnership, association, or other organization in which one or more directors are directors or officers, or have a financial interest, shall not be void or voidable solely for such reason, or solely because the conflicted or interested director is present at or participates in a the meeting of the board which authorizes the contract or at which the transaction is authorized, or solely because his, her or their votes are counted for that purpose, if:

- (a) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the board and the board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors even though the disinterested directors are less than a quorum; or
- (b) the contract or transaction is fair as to the organization as of the time that it is authorized, approved, or ratified by the board. Conflicted or interested directors may be counted in determining the presence of a quorum at a meeting of the board which authorizes the contract or transaction.

Section 11.02 Supersession. The board may adopt a Conflicts of Interest policy which may be incorporated as an addendum to these By-Laws, in which case the provisions of that policy shall be controlling.

Article 12.

Indemnification of Directors, Officers, Employees and Other Agents

Section 12.01 Definitions. For the purpose of this Article,

- (a) "agent" means any person who is or was a director, officer, employee, or other agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this Corporation or of another enterprise at the request of the predecessor corporation.
- (b) "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and
- (c) "expenses" includes, without limitation, all attorneys' fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

Section 12.02 Successful Defense by Agent. To the extent that an agent of this Corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of following shall determine whether the agent is entitled to indemnification.

Section 12.03 Actions Brought by Persons Other Than the Corporation. Subject to the required findings to be made pursuant to Section 11.05, below, this Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other

than an action brought by, or on behalf of, this Corporation, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant directors was or is engaging in self-dealing within the meaning of Minnesota Statutes, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this Corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

Section 12.04 Action Brought by or on Behalf of the Corporation.

- (a) Claims Settled Out of Court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this Corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.
- (b) Claims and Suits Awarded Against Agent. This Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or on behalf of this Corporation by reason of the fact that the person is or was an agent of this Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:
 - (i) The determination of good faith conduct required by Section 12.05, below, must be made in the manner provided for in that section; and
 - (ii) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnify for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

Section 12.05 Determination of Agent's Good Faith Conduct. The indemnification granted to an agent in Sections 12.03 and 12.04 above is conditioned on the following:

- (a) Required Standard of Conduct. The agent seeking reimbursement must be found, in the manner provided below, that he acted in good faith, in a manner he believed to be in the best interest of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of this Corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.

- (b) Manner of Determination of Good Faith Conduct. The determination that the agent did act in a manner complying with Paragraph 12.05.a. above shall be made by:
- (i) The Board by a majority vote of a quorum consisting of directors who are not parties to the proceeding;
 - (ii) The affirmative vote (or written consent in accordance with Section 6.11) of a majority of the votes represented and voting at a duly held meeting at which a quorum is present (which affirmative votes also constitute a majority of the required quorum).
 - (iii) The court in which the proceeding is or was pending. Such determination may be made on application brought by this Corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by this Corporation.

Section 12.06 Limitations. No indemnification or advance shall be made under this Article, except as provided in Sections 12.02 or 12.05.b.iii., in any circumstance when it appears:

- (a) That the indemnification or advance would be inconsistent with a provision of the articles, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 12.07 Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by this Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 12.08 Contractual Rights of Nondirectors and Nonofficers. Nothing contained in this Article shall affect any right to indemnification to which persons other than directors and officers of this Corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

Section 12.09 Insurance. The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this Corporation would have the power to indemnify the agent against that liability under the provisions of this section.

Article 13.

Dissolution

Section 13.01 Dissolution. The Corporation may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board that is consistent with the Certificate of Organization and with State law.

Article 14.

Amendments

Section 14.01 Amendment by Members. New By-Laws may be adopted or these By-Laws may be amended or repealed by approval of the members.

Section 14.02 Amendment by Directors. Subject to the right of members under Section 14.01, By-Laws other than a Bylaw fixing or changing the authorized number of Directors may be adopted, amended, or repealed by the Board.

Article 15.

Construction

Section 15.01 Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Minnesota Nonprofit Corporation Law shall govern the construction of these By-Laws.

Section 15.02 In the case of any conflict between the Certificate of Organization of the Corporation and these By-Laws, the Certificate of Organization of the Corporation shall control.

CERTIFICATE OF ADOPTION OF BYLAWS

ADOPTION BY INCORPORATOR:

The undersigned person, appointed in the Articles of Organization to act as the Incorporator of MINNESOTA RANDONNEURS hereby adopts the above and foregoing By-Laws as the By-Laws of MINNESOTA RANADONNEURS.

EXECUTED this 25 day of July, 2018.



Rob Welsh, Acting President

THIS IS TO CERTIFY:

That I am the duly qualified and acting Secretary of MINNESOTA RANDONNEURS; that the foregoing By-Laws were adopted as the By-Laws of MINNESOTA RANADONNEURS on the date set forth above by the person appointed in the Articles of Incorporation to act as the Incorporator of MINNESOTA RANADONNEURS.

IN WITNESS WHEREOF,

I have hereunto set my hand this 30 day of July, 2018.



Thomas Ehlman, Acting Secretary