

**BYLAWS
OF
CROMWELL AREA COMMUNITY CLUB**

**ARTICLE I
MEMBERS**

1.1 Membership Eligibility. Application for membership in the corporation shall be open to any individual who meets the qualifications set by resolution of the Board of Directors and pays annual dues according to the schedule set by resolution of the Board of Directors.

1.2 Membership Classes and Term. The membership of the corporation shall consist of one class of members. Members are entitled to vote and have equal rights and preferences in matters not otherwise provided for by the Board. The membership year of this corporation shall begin on January 1 and end on December 31.

1.3 Resignation and Termination. Any member may resign by giving written notice to the Board of Directors or to the Secretary. Any member may also be terminated by resolution of the Board of Directors for any cause as may be determined as not being in the best interests of the corporation, provided that the Board of Directors provide such member an opportunity to be heard not less than 5 days before the effective date of termination and notice of termination is provided not less than 15 days' prior written notice describing the reasons for termination. Resignation or termination shall not relieve a member of unpaid dues or other charges previously accrued.

1.4 Regular Meetings. Regular meetings of the members shall be held annually in the month of December, the specific date, time and location of which will be designated by resolution of the Board of Directors. At each regular meeting, the members shall elect directors to seats on the Board that have expired terms, receive reports on the activities of the association and, along with the Board, determine the direction of the association for the coming year. If a regular meeting of the members has not been held during the preceding fifteen months, at least twenty members or ten percent of the members with voting rights, whichever is less, may demand a regular meeting of the members by written notice of demand given to the Secretary of the corporation. Within thirty days after receipt of the demand, the Board of Directors shall cause a regular meeting of members to be called and held on notice no later ninety days after receipt of the demand.

1.5 Special Meetings. Special meetings of the members may be called by a simple majority of the Board of Directors or on petition signed by at least ten percent of the members delivered to the Board of Directors. The Board of Directors must establish the specific date, time and location of any special meetings by resolution within a reasonable time of receipt of any membership petition.

1.6 Notice of Meetings. Printed notice of all member meetings must be given at least two weeks before any meeting. The notice must contain the date, time, and place of the meeting.

1.7 Quorum. A quorum for any meeting of the membership shall be ten percent of the members entitled to vote at the meeting, unless otherwise required by law.

1.8 Membership Action. Except where a larger portion or number is required by law or by these Bylaws, the membership may take action by the affirmative vote of a majority of the members present at a duly held meeting.

1.9 No Proxy Voting. All members shall be entitled to one vote on any matter properly presented to the Members. Voting by proxy shall not be permitted.

1.10 Written action. An action required or permitted to be taken at a meeting of the members may be taken without a meeting by written action signed by all of the members entitled to vote on that action. The written action is effective when it has been signed by all of those members, unless a different effective time is provided in the written action.

ARTICLE II **BOARD OF DIRECTORS**

2.1 Board Role, Election and Size. The business and charitable affairs of the corporation shall be managed by or under the direction of a Board of Directors elected by the affirmative vote of a majority of the members present at a duly held annual membership meeting. The Board of Directors shall consist of not less than three nor more than seven members of the corporation.

2.2 Term. Directors shall serve for a term of three years, with terms of the various directors staggered so that, to the extent possible, approximately one-third of the directors' terms shall expire each year.

2.3 Quorum. At all meetings of the Board of Directors a majority of the directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business.

2.4 Board Action. Except where otherwise required by law, the Articles or these Bylaws, the affirmative vote of a majority of the directors present at a duly held meeting shall be sufficient for any action.

2.5 Written Action. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of directors required to take the same action at a meeting of the Board of Directors at which all directors were present. The written action is effective when signed by the required number of directors, unless a different effective date is provided in the written action. When written action is taken by less than all of the directors, all directors shall be notified immediately of its text and effective date, except that failure to provide such notice does not invalidate the written action.

2.6 Regular and Annual Meetings. The Board of Directors shall have annual meetings and such other regular meetings, if any, at such places and times as it shall establish by resolution.

2.7 Resignation. A director may resign at any time by giving written notice of his or her resignation to the Secretary. The resignation is effective when received by the Secretary, unless a later date has been specified in the notice.

2.8 Removal. A director may be removed from office, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting; provided that not less than five days' and not more than thirty days' notice of such meeting stating that removal of such director is to be on the agenda for such meeting shall be given to each director.

2.9 Succession. In the event of the death, removal or resignation of a director, a successor to fill the unexpired term shall be elected by the affirmative vote of a majority of the directors present at a duly held meeting.

2.10 Special Meetings. Special meetings of the Board of Directors may be called at any time upon request of the Chair, the President or any two directors, provided that any such request shall specify the purpose or purposes for the meeting. The President shall set the date for the special meeting within three working days of making or receiving such a request and shall give not less than five nor more than thirty days' written notice of the time, place and purpose of such special meeting.

2.11 Committees. The Board of Directors may establish one or more committees having the authority of the Board in the management of the business and charitable purposes of the corporation to the extent determined by the Board of Directors.

2.12 Waiver of Notice. Any director may execute a written waiver of notice of any meeting required to be given by statute or by any provision of these Bylaws either before, at or after that meeting, and such waiver when signed and filed as hereinafter provided shall be equivalent to notice. Such waiver shall be filed with the Secretary, who shall enter it upon the minutes or other records of that meeting. Appearance at a meeting by a director shall be deemed a waiver of notice thereof, unless the appearance is solely for the purpose of asserting the illegality of the meeting.

2.13 Place of Meeting. The Board of Directors may hold their meetings at such places, whether in this state or in any other state, as a majority of the directors then in office may from time to time appoint. Upon failure to appoint any other place, such meetings shall be held at the registered office of the corporation.

2.14 Delivery of Notice. Whenever under the provisions of these Bylaws notice is required to be given to any director, it shall be construed to require personal notice, but such notice may be given in writing by mail by depositing it in a post office or letter box within the state of Minnesota, in a post-paid, sealed wrapper addressed to such director or committee Member at his or her last known address; or by e-mail to the e-mail address maintained in corporate records.

2.15 Limitation on Compensation. Directors shall not be compensated for their duties as directors, except that a director may receive a salary for his or her services as an employee, and

directors may be reimbursed for expenses incurred on behalf of the corporation

ARTICLE III **OFFICERS**

3.1 Offices. The officers of the corporation shall be a Chair, one or more Vice-Chairs, a President, a Vice President and Public Relations Officer, a Secretary, a Treasurer, and such other officers as the Board of Directors may, from time to time, appoint.

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

- (a) Chair – The Chair shall preside at all meetings of the Board of Directors and shall oversee the long-term goals and purposes of the corporation. He or she shall also perform such other duties as may be determined from time to time by the Board of Directors.
- (b) Vice-Chair – The First Vice-Chair so designated shall be vested with all powers of and perform all the duties of the Chair in the Chair’s absence or inability to act, but only so long as such absence or inability continues.
- (c) President – The President shall be the chief executive officer of the corporation and shall be responsible for the day to day operations of the corporation. In addition, he or she shall perform such other duties as may be determined from time to time by the Board of Directors.
- (d) Past-President – The Past President shall be responsible for such duties as may be determined from time to time by the Board of Directors.
- (e) Vice President and Public Relations Officer – The Vice President and Public Relations Officer shall be responsible for such duties as may be determined from time to time by the Board of Directors and shall also be responsible for advertising meetings and events in public media, printed notices or posters, or e-mail communications.
- (f) Secretary – The Secretary shall attend all meetings of the Board of Directors and any committee thereof, and keep the minutes of such meetings, give notices, prepare any necessary certified copies of corporate records, and perform such other duties as may be determined from time to time by the Board of Directors.
- (g) Treasurer – The Treasurer shall have charge of the corporate treasury, receiving and keeping the monies of the corporation, and disbursing corporate funds as authorized. The Treasurer shall perform such other duties as may be determined from time to time by the Board of Directors.

3.3 Compensation. The salaries of all officers of the corporation shall be fixed by the Board

of Directors. However, no such salary need be fixed if such service is voluntary.

3.4 Board Officers. All offices must be occupied by members of the Board of Directors.

3.5 Resignation. An officer may resign at any time by giving written notice to the Secretary, or, if the Secretary is resigning, upon written notice to the President. The resignation is effective without acceptance when the notice is given to the Secretary, or, if applicable, the President, unless a later effective date is named in the notice.

3.6 Termination. Any officer may be removed, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given.

3.7 Vacancy. A vacancy in an office because of death, resignation or removal may be filled by the Board of Directors.

ARTICLE IV **STANDARD OF CARE AND DEALING WITH OTHER** **CORPORATIONS AND ORGANIZATIONS**

4.1 Standard of Care. It is the responsibility of each officer and director of this corporation to discharge his or her duties as a director in good faith, in a manner the person reasonably believes to be in the best interests of this corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

4.2 Director Conflicts of Interest. A contract or other transaction between this corporation and one or more of its directors, or between this corporation and an organization in or of which one or more of this corporation's directors are directors, officers or legal representatives or have a material financial interest, is not void or voidable because the director or directors or the other organizations are parties or because the director or directors are present at the meeting of the Board of Directors or a committee at which the contract or transaction is authorized, approved or ratified, if:

A. The contract or transaction was, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the contract or transaction was, fair and reasonable as to the corporation at the time it was authorized, approved or ratified; or

B. The material facts as to the contract or transaction and as to the director's or directors' interest are fully disclosed or known to the Board or a committee, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a majority of the Board or committee, but the interested director or directors shall not be counted in determining the presence of a quorum and shall not vote.

For the purpose of this Section:

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

D. A director has a material financial interest in each organization in which the director, or the spouse, parents, children and spouses of children, brothers and sisters and spouses of brothers and sisters of the directors, or any combination of them have a material financial interest.

4.3 Conflict of Interest Policy. All members, officers and directors shall adhere to the corporation's conflict of interest policy, which shall be established and annually reviewed by the Board of Directors. Any conflict of interest policy most recently adopted by the Board of Directors shall become a part of these Bylaws. Such policy shall require the certification by all individuals who are subject to it that they have read the policy and agree to abide by it, and along with the same, shall provide on at least an annual basis to the Secretary of this corporation a list of all organizations and individuals who comprise their immediate family or with whom they have a material financial interest.

ARTICLE V **FINANCE**

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

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

5.3 Access to Funds. All contracts, checks and orders for the payment, receipt or deposit of money shall be as provided by the Board of Directors.

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

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

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

ARTICLE VI
INDEMNIFICATION

To the full extent permitted by the Minnesota Nonprofit Corporation Act, as amended from time to time and currently codified in Chapter 317A of the Minnesota Statutes, or by other provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever and by whomsoever brought (including any such proceeding, by or in the right of the corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Member, director or officer of the corporation, or he or she is or was serving at the specific request of the Board of Directors of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this Article shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision of the Bylaws.

ARTICLE VII
AMENDMENT OF BYLAWS

The Board of Directors may from time to time adopt, amend or repeal all or any of the Bylaws of this corporation; except that after the adoption of the initial bylaws, the Board of Directors shall not adopt, amend or repeal a Bylaw fixing a quorum for meetings of members, prescribing procedures for removing directors or filling vacancies in the Board of Directors, or fixing the number of directors or their classifications, qualifications, or terms of office, but the Board of Directors may adopt or amend a bylaw to increase the number of directors.

Cherie Nyberg, Secretary of CROMWELL
AREA COMMUNITY CLUB