

**BY-LAWS
OF THE
BEYOND THE YELLOW RIBBON
MOORHEAD**

**ARTICLE I
Members**

The Corporation shall not have shareholders.

**ARTICLE II
Directors**

Section 1. Number of Directors. The business of the Corporation shall be managed by a Board of Directors. The number of directors shall be established by Resolution of the Board and shall be not less than three (3) nor more than fifteen (15). Decisions of the Board shall be by a majority of the members present.

Section 2. Term. Directors shall be elected to serve staggered terms of three years. Annually, one third of the Board of Directors shall stand for election. Directors shall be elected by the affirmative vote of a majority of the remaining Directors present at a meeting called for such purpose and have qualified.

Section 2. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the predecessor's unexpired term of office.

Section 4. Meetings of the Board; Notice. The Board of Directors shall meet at least once each year. No notice of any kind to any director shall be necessary for any regular meeting of the directors which has been fixed from time to time by resolution of a majority of the Board of Directors. Other meetings of the Board of Directors may be held upon three (3) days' written or e-mail notice upon the call of the President or any two (2) directors. Notice may be waived in writing before or after the time of such meeting, and attendance of a director at a meeting shall constitute a waiver of notice thereof. Neither the business to be transacted at, nor the purpose of, any meeting need be specified in the notice of such meeting.

Section 5. Quorum. A majority of the directors shall constitute a quorum for the transaction of business; provided, however, that if any vacancies exist for any reason, the remaining directors shall constitute a quorum for the filling of such vacancies.

Section 6. Removal of Directors. A director may be removed by the Board of Directors at any time, with or without cause, if a majority of the remaining directors present affirmatively vote to remove the director.

Section 7. Action Without Meeting. Any action that may be taken at a meeting of the Board of Directors may be taken at a meeting held electronically when authorized in a writing signed by three-fourths (3/4) of the directors.

ARTICLE III **Officers**

Section 1. Number of Officers. The officers of the Corporation shall consist of a President, Vice President, Treasurer, Secretary and such other officers and assistant officers and agents as may be chosen by the Board of Directors from time to time. Any person may hold more than one (1) office.

Section 2. Election; Vacancies; Tenure. Officers shall be chosen at the annual meeting of the Board of Directors, to hold office until the next annual meeting of the directors or until their successors are chosen and have qualified. Any officer may be removed with or without cause by the affirmative vote of a majority of the Board of Directors. Any vacancy shall be filled by the affirmative vote of a majority of the Board of Directors, and an officer so chosen shall hold office until the officer's successor is chosen and has qualified. In the absence of an election or appointment of officers by the Board of Directors, the person or persons exercising the principal functions of the President or Treasurer are deemed to have been elected to those offices, except for the purpose of the location of the principal executive office, which in that case is the registered office of the Corporation.

Section 3. President. The President shall:

- (a) Have general management of the business of the Corporation.
- (b) When present, preside at all meetings of the Board of Directors.
- (c) See that all orders and resolutions of the Board of Directors are carried into effect.
- (d) Sign and deliver in the name of the Corporation any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the Corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation or these By-Laws or by the Board to some other officer or agent of the Corporation.
- (e) Maintain records of and, whenever necessary, certify all proceedings of the Board of Directors; and
- (f) Perform other duties prescribed by the Board.

Section 4. Vice President. Each Vice President, if any, shall perform such duties as may be prescribed from time to time by these By-Laws or by the Board of Directors.

Section 5. Treasurer. The Treasurer shall:

- (a) Keep accurate financial records for the Corporation
- (b) Deposit all money, drafts and checks in the name of and to the credit of the Corporation in the banks and depositories designated by the Board of Directors.
- (c) Endorse for deposit all notes, checks and drafts received by the Corporation as ordered by the Board of Directors making proper vouchers therefor;
- (d) Disburse corporate funds and issue checks and drafts in the name of the Corporation, as ordered by the Board of Directors;
- (e) Render to the President and the Board of Directors, whenever requested, an account of all transactions by the Treasurer and of the financial condition of the Corporation; and
- (f) Perform other duties prescribed by the Board of Directors or by the President.

Section 6. Secretary. The Secretary shall attend all meetings of the Board of Directors and shall record all the proceedings of such meetings of the Corporation. The Secretary shall give proper notice of meetings of the Board of Directors and other notices required by law or by these By-Laws. The

Secretary shall perform all duties as these By-Laws or the Board of Directors may from time to time prescribe.

Section 7: Trustee. The Trustee shall attend all meetings of the Board of Directors and shall coordinate the activities of all volunteers.

Section 7. Salaries. The Salaries of all officers, if any, shall be fixed by the Board of Directors and the fact that any officer is a director shall not preclude the officer from receiving a salary of from voting upon the resolution providing for the same.

Section 8. Contracts. Except as otherwise provided by the Board of Directors from time to time, all formal contracts of this Corporation shall be executed on its behalf by the President.

Section 9. Indemnity. The Corporation shall indemnify any person made or threatened to be made a party to a proceeding by reason of the former or present official capacity of such person with the Corporation, in the manner and to the full extent allowed by Minnesota Statutes, Section 317A.521 or any amendment thereto.

ARTICLE IV **Miscellaneous**

Section 1. Seal. The Corporation shall have no seal.

Section 2. Fiscal Year. The fiscal year of the Corporation shall begin on January 1 and end on December 31.

ARTICLE V **Amendments**

These By-Laws may be altered, amended or repealed by the Board of Directors.

Adopted this 12th day of January, 2012

Les Bakke
Secretary