

**AMENDED AND RESTATED  
BYLAWS  
OF  
EDINA/MORNINGSIDE ROTARY FOUNDATION**

**ARTICLE I  
Location**

The principal office of the corporation shall be at 5101 Vernon Avenue South, Suite 501, Edina, MN 55436, Attn: Jane Ehresmann, Treasurer, or at such other place as the Board of Directors shall designate from time to time. The business of the corporation shall be transacted from the principal office, and the records of the corporation shall be kept there.

**ARTICLE II  
Members, Meetings of Members**

Section 1. Voting members. This corporation shall have members with voting rights. All persons who are members in good standing of the Rotary Club of Edina-Morningside at the time of adoption of these Bylaws or who are hereafter granted membership in the Rotary Club of Edina-Morningside shall become voting members of this corporation.

Section 2. Resignation. Any member may resign his or her membership at any time by giving written notice to the Board of Directors or to the Secretary. 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. Resignation from the Rotary Club of Edina-Morningside shall be deemed to include resignation from the membership of this corporation and such resignation shall be effective as of the date of termination of membership in the Rotary Club of Edina-Morningside.

Section 3. Termination. Any membership may be terminated by the Board of Directors for any reason it deems appropriate after providing the member with not less than 15 days written notice of the proposed termination and the reasons for it, and with an opportunity to be heard, orally or in writing, not less than five days before the effective date of the proposed termination, by a person authorized by the Board of Directors to decide whether the termination shall take place.

Section 4. Annual meeting. The annual meeting of the members of this corporation for the election of directors, the presentation of reports on the activities and financial condition of this corporation, and the transaction of such other business as may properly come before the meeting, shall be held at such time in the month of June in each year, and at the place as may be designated from time to time by the Board of Directors.

Section 5. Other meetings. Other meetings of the members of this corporation may be called at any time (i) by the President; (ii) by a majority of the Board of Directors; or (iii) upon written request of at least fifty members or twenty-five percent of the members of this corporation, whichever is less. Anyone entitled to call a meeting of the members may make a written request to the President to call the meeting, and no later than thirty days after receiving the request, the Secretary shall then give notice of the meeting to the members, setting forth the time, place and purpose thereof. If the Secretary fails to give proper notice of the meeting the person or persons

who requested the meeting may fix the time and place of the meeting and give notice thereof in the manner hereinafter provided. The business transacted at other meetings is limited to the purpose stated in the notice of the meeting.

Section 6. Notice of meeting. Notice of each meeting of the members of this corporation, stating the time and place thereof, and in the case of other meetings, the objects for which such meeting is called, shall be given at a meeting of the Rotary Club of Edina-Morningside held at least one week before the meeting of the members of this corporation and shall be sent by first class mail, postage prepaid, or by facsimile, e-mail or other electronic means, not less than five nor more than sixty days before the meeting, excluding the day of the meeting, to each member of this corporation who was not present at the meeting of the Rotary Club of Edina-Morningside at which the meeting was announced at his or her last known mailing address, facsimile number, or e-mail address, as the case may be. Notice of any meeting at which members may vote by proxy shall so inform the members and shall describe the procedure for appointing proxies: Any member may waive notice of a meeting before, at or after the meeting, orally, in writing, or by attendance. Attendance at a meeting is deemed such a waiver unless (i) the member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or (ii) objects before a vote on an item of business because the item may not lawfully be considered at that meeting and (iii) the member does not participate in the consideration of the item at that meeting.

Section 7. Members list for meeting. The Board of Directors shall fix a date not more than sixty days before the date of a meeting of the members as the date for determination of the members entitled to notice of the meeting. If the Board of Directors fails to set such a date, the date shall be the sixtieth day before the date of the meeting. After fixing a record date for a meeting, the Secretary shall prepare a list of the names (in alphabetical order) and addresses of all members entitled to vote at the meeting. Beginning two business days after notice of the meeting is given, the list shall be available at the principal office of this corporation for inspection and copying on written demand by any member (or the agent or attorney of any member), at the member's expense, for the sole purpose of communication with other members concerning the meeting. The list shall be made available through the date of the meeting and at the meeting.

Section 8. Voting; quorum. At all meetings of the members, each member shall be entitled to cast one vote on any question coming before the meeting. Members may vote by proxy. The presence of twenty-five percent of the members in person or by proxy shall constitute a quorum at any meeting thereof. The members present and entitled to vote at any meeting, although less than a quorum, may adjourn the meeting from time to time. A majority vote of the members present and entitled to vote at any meeting at which a quorum is present shall be sufficient to transact business. When any meeting of the members is adjourned to another time and place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Section 9. Written action. Any action that may 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.

**ARTICLE III**  
**Board of Directors**

Section 1. Authority. The Board of Directors of this corporation shall direct the general management of this corporation's affairs and shall elect all officers of this corporation. In addition to the powers conferred upon the Board of Directors by these Bylaws, the Board may exercise all powers of the corporation and perform all lawful acts which are not prohibited to it by statute, by the Articles of the corporation or by these Bylaws.

Section 2. Composition and Election. The Board of Directors shall be composed of not less than three (3) nor more than five (5) members. Elected directors shall serve for three year terms and shall be elected by the members at the annual meeting of members. The elected directors shall be divided into three classes as equal in number as possible, and the terms of one class of the elected directors shall expire at each annual meeting. No director may be elected for more than two consecutive terms. In addition to the elected directors, the immediate past president of the Rotary Club of Edina-Morningside shall serve as an ex officio director of this corporation for a one year term. All classes of directors shall have equal voting rights.

Section 3. Vacancy. If the office of any director becomes vacant for any reason, the Board of Directors may choose a successor, who shall hold office until the next election of members of the class of directors which contains the vacancy.

Section 4. Removal of Directors. A member of the Board of Directors may be removed by an affirmative vote of a majority of the remaining members of the Board of Directors if the remaining members voting in favor of such removal consider it to be in the best interests of the corporation.

**ARTICLE IV**  
**Meeting of the Board of Directors**

Section 1. Place of Meetings. The Board of Directors may hold its annual and special meetings at such places, within or without this state, as a majority of the members of the Board of Directors may authorize from time to time.

Section 2. Annual Meetings. The Board of Directors shall hold an annual meeting at such time and place as the Board of Directors shall determine. At each annual meeting, the Board of Directors shall elect officers, and shall conduct such other business as may properly come before it.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by: (a) the President or (b) one or more members of the Board of Directors. A person entitled to call a special meeting of the Board of Directors may make a written request to the Secretary to call the meeting. The Secretary shall give written notice of the meeting in the manner provided below, and the meeting shall be held between ten and sixty days after receipt of the request. If the Secretary fails to give notice of the meeting within five days from the day on which the request was made, the person who requested the meeting may fix the time and place of meeting, and give notice thereof.

Section 4. Notice. Written notice of each regular and special meeting of the Board of Directors shall state the time, place and purpose of the meeting. Such notice shall be delivered personally or mailed, first class, postage prepaid, or sent by facsimile, e-mail or other electronic means, not less than five (5) nor more than thirty (30) days before the meeting, excluding the day of the meeting, to each director at his or her address, facsimile, or e-mail address, according to the last available corporate record. Any director may waive notice in writing before, at, or after a meeting. The waiver shall be filed with the person who has been designated to act as secretary of the meeting, who shall enter it upon the records of the meeting. Appearance at a meeting is deemed a waiver of notice unless the appearance is solely for the purpose of asserting the illegality of the meeting.

Section 5. Voting. At any meeting of the Board of Directors, each director present at the meeting shall be entitled to cast one vote on any question coming before the meeting. Directors may cast their vote in person or by mail, telephone, facsimile, e-mail, or other electronic means. The presence of a majority of the members of the Board of Directors shall constitute a quorum at any such meeting, but the directors present at any meeting, although less than a quorum, may adjourn the meeting from time to time. Except as otherwise provided in these Bylaws, a majority vote of the directors present at any meeting, if there be a quorum, shall be sufficient to transact any business.

Section 6. Quorum. At all meetings of the Board of Directors, the presence of fifty percent of the directors in person or by proxy shall constitute a quorum. The directors present and entitled to vote at any meeting, although less than a quorum, may adjourn the meeting from time to time. A majority vote of the directors present and entitled to vote at any meeting at which a quorum is present shall be sufficient to transact business. When any meeting of the directors is adjourned to another time and place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Section 7. Action in Writing. Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting when authorized by a written instrument signed by all of the directors.

Section 8. Electronic or Telephone Conference Meetings. A conference among directors, or among members of any committee designated by the Board of Directors, by any means of communication through which the participants may simultaneously hear each other during the conference, constitutes a meeting of the Board or the committee, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at the meeting. Participation in a meeting by such means constitutes personal presence at the meeting.

## **ARTICLE V** **Officers**

Section 1. Election. The following officers of this corporation shall be elected annually at a meeting of the Board of Directors of the corporation, for a term of one year, which term shall begin at the termination of the annual meeting: (a) a President, (b) a Vice President, (c) a Secretary, and (d) a Treasurer. The Board of Directors may elect such other officers as it shall determine from time to time. A member of the Board of Directors may also serve as an officer of the corporation.

Section 2. President. The President shall preside at all meetings of the Board of Directors and shall have such other duties and exercise such other powers as the Board of Directors shall prescribe from time to time. The President shall direct the general management of the business of the corporation under the supervision and direction of the Board of Directors and shall see that all orders and resolutions of the Board are carried out. The President shall execute all contracts or instruments requiring an officer's signature, unless the Board directs otherwise. The President shall from time to time make such reports to the Board of Directors as it may request. The President shall have the general powers and duties usually vested in the office of a President of a corporation and shall have such other powers and perform such other duties as the Board of Directors may prescribe from time to time.

Section 3. Vice President. The Vice President shall have all the powers and duties of the President in case of the death, disqualification, absence or incapacity of the President and shall at other times have such of the powers and perform such of the duties of the President as the Board of Directors may from time to time determine.

Section 4. Secretary. The Secretary shall record all proceedings of the meetings of the Board of Directors in a book to be kept for that purpose. He or she shall give, or cause to be given, all notices of meetings of the Board of Directors and all other notices required by law or by these Bylaws, and in the case of his or her absence, refusal or neglect to do so, the President may give any such notice. The Secretary shall be the custodian of all books, correspondence and papers relating to the business of the corporation, except those maintained by the President or the Treasurer. The Secretary shall prepare and present to the Board of Directors such reports as the Board may request at such time as it may designate. The Secretary shall have such other powers and perform such other duties as the Board of Directors shall prescribe from time to time.

Section 5. Treasurer. The Treasurer shall be the chief financial officer of the corporation. He or she shall have custody of all funds and securities of the corporation and shall disburse the funds of the corporation as may be ordered from time to time by the President or the Board of Directors. When necessary and proper, the Treasurer shall endorse on behalf of the corporation all checks, drafts, notes, and other obligations and evidences of the payment of money payable to this corporation, and shall deposit the same, together with all other funds of the corporation coming into his possession, in such banks as may be selected by the Board of Directors. He or she shall keep full and accurate financial records for the corporation, which shall be open at all times to the inspection of the Board of Directors. The Treasurer shall have such other powers and perform such other duties as the President or the Board of Directors may from time to time prescribe.

## **ARTICLE VI** **Committees**

Section 1. Executive and Other Committees. The Board of Directors may act through an Executive Committee or such other committees as may be specified in resolutions adopted by the Board of Directors. Each such committee shall have the duties and responsibilities imposed on it from time to time by the Board of Directors, and shall at all times be subject to the direction of the Board of Directors.

Section 2. Ex Officio Member. The President of this corporation, or a representative appointed by the President, shall be an ex officio member, without voting rights, of each committee of this corporation.

**ARTICLE VII**  
**Fiscal Year**

The fiscal year of this corporation shall be the twelve-month period beginning July 1 and ending June 30. However, the first fiscal year of this Corporation may be a shorter period if permitted by law and established by a resolution of the Board of Directors.

**ARTICLE VIII**  
**Notices**

Except as when otherwise stated, whenever under the provisions of these Bylaws notice is required to be given to any director, officer, committee member or member, it shall not be construed to require personal notice, but such notice may be given in writing, by mail, by depositing the same in the United States Mail within the postal area of Edina, Minnesota, in a postpaid, sealed envelope, addressed to such director, officer, committee member or member as his or her address appears in the records of the corporation, or by facsimile, e-mail, or other electronic means. Any director, officer, committee member or member may at any time waive any notice required to be given to them under these Bylaws.

**ARTICLE IX**  
**Indemnification; Standard of Conduct**

Section 1. Indemnification. This corporation shall indemnify each member, director, officer and committee member of this corporation, for such expenses and liabilities, in such manner, under such circumstances, and to the full extent, as permitted by Minnesota Statutes, Section 317A.521, as now enacted or hereafter amended.

Section 2. Conflicts of Interest. This corporation shall not enter into contracts or transactions between the corporation or a related entity, and a member, director or officer of this corporation, or between this corporation and an organization in which a director or officer of this corporation is a director, officer, or legal representative or has a material financial interest, except in accord with the provisions of Minnesota Statutes, Section 317A.255, as now enacted or hereinafter amended. Nothing contained herein shall preclude any transaction between this corporation and the Rotary Club of Edina-Morningside.

Section 3. Standard of Conduct. Each director and officer of this corporation shall discharge his or her duties as a director or officer in good faith, in a manner which the director or officer reasonably believes to be in the best interests of the corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

**ARTICLE X**  
**Electronic Records**

Section 1. Records. Any record of this corporation shall not be denied as ineffective or unenforceable solely because it is in electronic form. If a provision requires a record to be in writing, an electronic record satisfies the requirement.

Section 2. Signature. Any signature of a member of this corporation or individual working with this corporation shall not be denied as ineffective or unenforceable solely because it is in electronic form. If a provision requires a signature, an electronic signature satisfies the requirement.

**ARTICLE XI**  
**Miscellaneous**

Section 1. Amendments. The Board of Directors may amend this corporation's Articles of Incorporation and these Bylaws by a two-thirds (2/3) vote of a quorum at any meeting of the Board, provided that notice of the meeting and of the proposed amendment shall have been given.

Dated: May 19, 2016