



**Board of Directors  
Roles and Responsibilities**

To: Prospective Board Member

From: REACH Mentoring Program Board of Directors

Re: Prospective Board Member Application

Thank you for your interest in becoming a member of the REACH Mentoring Program as a Board of Director. As a Board Member you will play an important role in carrying out the mission of REACH Inc. It truly is a rewarding experience to be able to touch the lives of so many of our friends and neighbors in Carlton County. You have an opportunity to help maintain structure, establish goals, maintain budgets, enlist volunteers and approve allocations.

The REACH Mentoring Program has earned the understanding, acceptance and confidence of county residents. Board members serve as representatives of the contributors as well as the clients served by our program. In this capacity, a board member has the opportunity to render a valuable service.

Members serve a total of three years and may be nominated for additional three year terms.

There are 12 board meetings a year; held January through December; Third Wednesday of the month; 5:15 PM – 6:30pm; at Trapper Pete's Steakhouse in the Banquet Room. Subject to change!!!

A Board member application is included. Please complete and return to our office. Someone from our Nominating and Personnel Committee will be in contact with you shortly.

Thank you for your time!

Sincerely,

The REACH Mentoring Program Board of Directors

## **Mission**

The mission of the REACH Mentoring Program is to provide supportive and meaningful mentoring relationships to the youth of Carlton County. **Vision:** REACH Mentoring envisions a community where every youth experiences a variety of positive and encouraging relationships that provide a sense of belonging and allows each youth the ability to achieve their full potential both individually and as members of the community.

## **Core Values**

To accomplish this mission the REACH Mentoring Program will:

- Provide training to all volunteer mentors and facilitators
- Educate the youth on positive and healthy relationships
- Provide educational and recreational activities for all volunteers
- Create Mentoring relationships that will:
  - Build Character      ▪ Build Self-Esteem      ▪ Build Trust

## **Board Composition**

The board has at least **15** members. The board is responsible for continually reviewing the skills and expertise needed to govern the organization. The board reviews the needs of the organization and the current skills of the board.

## **Responsibilities**

Board members are legally responsible for the actions of the organization.

Specifically, the Board governs the organization through active oversight of:

- Mission development and long-range planning
- Financial management
- Resource development and fundraising
- Board education and development

Each Board member must express and demonstrate a commitment to the mission of the REACH Program and be fully committed to the vision and service of REACH Inc. Board members must be willing to give time and resources (skills, experience, finances) in providing leadership to REACH Inc. In addition, the Board has a fiduciary responsibility to donors and the community – and is ultimately responsible for attracting funding and resources to ensure the financial viability of the organization and its programs.

Specifically, individual Board member responsibilities are:

1. To provide continuing direction for planning, operation and evaluation of programs.
2. To attend all Board meetings (including committee meetings, if applicable) and functions, such as special events.
3. To actively serve on at least one Board committee, as established, and offer to take on special assignments.
4. To remain informed about the organization's mission, services, policies, and programs.
5. To review agenda and supporting materials prior to Board and committee meetings.
6. To make a meaningful annual financial commitment to REACH Inc. within his/her ability.
7. To participate in developing the fundraising programs.
8. To actively participate in making viable introductions to individuals, corporations, foundations and other organizations – and to attend meetings as needed – to connect REACH Inc. to donated funds and needed in-kind goods, services and expertise.
9. To inform others about the organization.

10. To suggest possible nominees to the Board who will make significant contributions to the work of the Board and the organization.
11. To keep up-to-date on the developments in related to nonprofit theaters.
12. To review, evaluate and approve the organization's financial affairs and policies.
13. To follow conflict of interest and confidentiality policies.

## **Board Protocols**

### Board Meeting Preparation

- Read all required materials in the board book
- Scan background materials
- Review prior to meeting materials, if necessary, to refresh your memory
- Communication Prior to Board Meeting
- Avoid surprises if possible
- Talk with Chairperson and /or EXECUTIVE DIRECTOR if you have any questions in advance of the meeting
- Make your concerns known to the chairperson and/or EXECUTIVE DIRECTOR if you have major concerns/issues that you plan to raise with the board
- Seek clarification if something doesn't make sense
- Plan to arrive and depart, well before and well after the scheduled board meeting times
- If you have a conflict, please advise the EXECUTIVE DIRECTOR and the Chairperson as soon as possible
- If you have issues to address on an agenda item that you will miss, please communicate them to the Chairperson or the EXECUTIVE DIRECTOR.

### In the Board room and Committee Meetings

- Be prepared on all board topics
- Focus your comments and discussion at appropriate levels
- The board serves both a "control" function and a strategic advisory function; make sure your comments are in line with those from other board members. When in doubt, focus on strategic advice.
- Other than in extraordinary circumstances or where directed by the EXECUTIVE DIRECTOR and /or Chairperson, the board should be in discussion with the EXECUTIVE DIRECTOR, not with other staff.
- Board discussions should be robust and should encourage differing viewpoints, where appropriate, to foster the board's best thinking.
- Board decisions should be clear and compelling; unless the board decides otherwise, board decisions should stand as the single voice of the board.
- Every board member is responsible for helping the Board to manage timing, level of discussion, and decision-making.
- Respect the views of other Board members, management, and the board as a whole. Disagree where appropriate, be open to listening to other opinions.
- Word-of-mouth opinions, hearsay, and innuendo are inappropriate.

### In Public

- You are the ambassador of the organization
- Be aware of opportunities to promote organizations' interest and do so the best way you know how.
- If you are asked to represent the organization formally, please let the EXECUTIVE DIRECTOR know before accepting. Seek supporting information or materials, if necessary.
- When you are participating in or attending an organization event, you are there principally as

## Board Members.

- Please communicate any concerns, issues, ideas, recommendations, etc. to the EXECUTIVE DIRECTOR within 24 hours of learning of them.
- You are responsible for accurately representing the organizations policies and positions.
- If in doubt, consult with the EXECUTIVE DIRECTOR and/or the Chairperson
- Not everything is documented in the form you might want; keep your board materials (from meeting and otherwise – i.e. email) in a place you can find them when you need a reference and/or use the website to reference key documents.
- Board minutes are the most succinct statement of corporate positions, but other materials might also be helpful.
- If you are unsure what to say or do, say and/or do nothing until you can consult with the EXECUTIVE DIRECTOR and/or Chairperson.

## Board members can and should expect the Executive Director:

- To provide thoughtful and appropriate meeting agendas and materials to help the board work efficiently and at a strategic level.
- To provide board members well in advance of board discussions to encourage and allow board member's sufficient time to read and reflect on them.
- To be well prepared, and to ensure that his/her staff is well prepared, for discussions involving the Board and to help the Board prepare fully.
- To support full and open discussion of issues and board business.
- To follow through on board decisions, directions, and discussions, where appropriate, and to report back to the board as needed.

## **Board Officer Responsibilities**

### Responsibilities of Board Chair

- Oversee board and executive committee meetings
- Serve as ex-officio member of all committees
- Work in partnership with the Executive Director to make sure board resolutions are carried out
- Call special meetings if necessary
- Appoint all committee chairs, and with the Executive Director, recommend who will serve on committees
- Assist Executive Director in preparing agenda for board meetings
- Assist Executive Director in conducting new board member orientation
- Oversee searches for a new Executive Director
- Coordinate Executive Director's annual performance evaluation
- Work with the nominating committee to recruit new board members
- Coordinate periodic board assessment with the Executive Director
- Act as an alternate spokesperson for the organization
- Periodically consult with board members on their roles and help them assess their performance

### Responsibilities of Board Vice Chair/Chair Elect

- Attend all board meetings
- Serve on the executive committee
- Carry out special assignments as requested by the board chair
- Understand the responsibilities of the board chair and be able to perform these duties in the chair's absence

### Responsibilities of Board Secretary

- Participate as a vital part of the board leadership
- Attend all board meetings
- Serve on the executive committee
- Maintain all board records and ensure their accuracy and safety
- Take and review board minutes
- Assume responsibilities of the chair in the absence of the board chair and chair-elect.
- Provide notice of meetings of the board and/or of a committee when such notice is required

### Responsibilities of Board Treasurer

- Understand financial accounting for nonprofit organizations
- Reconcile bank statements
- Serve as financial officer of the organization and as chairperson of the finance committee
- Manage, with the finance committee, the board's review of and action related to the board's financial responsibilities
- Work with the Executive Director and CFO (if applicable) to ensure that appropriate financial reports are made available to the board on a timely basis
- Assist the Executive Director or the CFO (if applicable) in preparing the annual budget and presenting the budget to the board for approval
- Review the annual audit and answer board members' questions about the audit



# BOARD MEMBER APPLICATION

NAME: \_\_\_\_\_ DATE: \_\_\_\_\_

ADDRESS: \_\_\_\_\_

CITY, STATE, ZIP: \_\_\_\_\_

PRIMARY PHONE: (\_\_\_\_) \_\_\_\_\_ Home Work Cell

SECONDARY PHONE: (\_\_\_\_) \_\_\_\_\_ Home Work Cell

EMAIL ADDRESS: \_\_\_\_\_ @ \_\_\_\_\_

PLACE OF EMPLOYMENT: \_\_\_\_\_

TITLE: \_\_\_\_\_ # OF YEARS W/COMPANY: \_\_\_\_\_

Where do you prefer to receive Board mailings? Home: \_\_\_\_\_ Work: \_\_\_\_\_

May we email you the monthly Board packet? Yes: \_\_\_\_\_ No: \_\_\_\_\_

Are you (or are you willing to be) a REACH Inc. contributor? \_\_\_\_\_

How did you become familiar with the REACH Mentoring Program? \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Why would you like to become a REACH Inc. Board member? \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Have you served on any committees for the REACH Program? \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

In what area(s) would you offer experience or interest to the REACH Program?

- |   |   |   |
|---|---|---|
| <input type="checkbox"/> Financial Management   | <input type="checkbox"/> Marketing              | <input type="checkbox"/> Planning/Development |
| <input type="checkbox"/> Legal Affairs          | <input type="checkbox"/> Personnel Management   | <input type="checkbox"/> Fund Raising         |
| <input type="checkbox"/> Media/Public Relations | <input type="checkbox"/> General Administration | <input type="checkbox"/> Computer Science     |
| <input type="checkbox"/> Volunteer Coordination | <input type="checkbox"/> Labor Relations        | <input type="checkbox"/> Other                |

Approximately how much time are you able to commit to being a board member?

Hours per month: 2 4 6 8 10 12 15 (circle one)

Please share any experience(s) you may have had with the REACH Program and/or any comments you would like to share:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Please sign and return this application:

\_\_\_\_\_  
(Signature) (Date)



## BYLAWS

### ARTICLE I

#### OFFICES, CORPORATE SEAL

Section 1.01 Registered Office(s). The city, town, or other community in which the registered office of this corporation is located in Minnesota shall be as set forth in the Articles of Incorporation of this corporation, or in the most recent amendment or restatement of such Articles of Incorporation, or in a certificate of change of registered office filed with the Secretary of State of Minnesota reflecting the adoption of a resolution by the Board of Directors of this corporation changing the registered office.

Section 1.02 Other Office(s). This corporation may have such other offices, within or without the State of Minnesota, as the Board of Directors may from time to time determine.

Section 1.03 Corporate Seal. This corporation shall have no corporate seal.

### ARTICLE II

#### MEMBERS: MEETINGS, PROPERTY RIGHTS

Section 2.01 Members and Meetings. The Articles of Incorporation of this corporation provide that the members of the Board of Directors of this corporation shall be the only members of this corporation and that such persons shall have voting rights only as directors and shall have no voting rights as members. Accordingly, there shall be no meetings of the members of this corporation.

Section 2.02 Property Rights. No member shall have any right, title, or interest in or to any property of this corporation.

### ARTICLE III

#### BOARD OF DIRECTORS

Section 3.01 General Powers. The property, affairs, and business of this corporation shall be managed by the Board of Directors.

Section 3.02 Number, Qualification, and Term of Office. The number of directors shall be not less than five (5), unless the number of members with voting rights is less than five, in which case, the number of directors shall equal the number of members. Each director shall be a natural person and shall hold office until the annual meeting of the directors next following his or her election and until his or her successor shall have been elected and shall qualify, or until his or her death, resignation, or removal as hereinafter provided.

Section 3.03 Organization. At each meeting of the Board of Directors, the Chairperson of this corporation or, in his or her absence, the Vice-Chairperson of this corporation or, in his or her absence, a chairperson chosen by a majority of the

directors present, shall preside. The Secretary of this corporation or, in his or her absence, any person whom the chairperson shall appoint, shall act as secretary of the meeting.

Section 3.04 Resignation. Any director of this corporation may resign at any time by giving written notice to the Chairperson, the Vice-Chairperson, or to the Secretary of this corporation. The resignation of any director shall take effect at the time, if any, specified therein or, if no time is specified therein, upon receipt thereof by the office of this corporation to whom such written notice is given; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.05 Vacancies. Any vacancy in the Board of Directors caused by death, resignation, removal, an increase in the number of directors, or any other cause, shall be filled by a vote of the remaining directors (though less than a quorum), and each director so chosen shall hold office until the next annual election and until his or her successor shall be duly elected and qualified, unless sooner replaced.

Section 3.06 Place of Meetings. The Board of Directors may hold its meetings at such place or places, within or without the State of Minnesota, as it may from time to time determine.

Section 3.07 Annual Meeting. An annual meeting of the Board of Directors shall be held each calendar year for the purpose of electing the directors and officers of this corporation and for the transaction of such other business as shall come before the meeting. Notice of such meeting shall be given as provided below in Section 3.08 for special meetings of Board of Directors, unless excused in accordance with Section 3.09. The notice of such meeting need not specify any purpose of the meeting other than the fact it is the annual meeting.

Section 3.08 Special Meeting; Notice. Special meetings of the Board of Directors shall be held whenever called by the Chairperson, the Vice-Chairperson, the Program Director, and the Program Coordinator or by any three (3) of the other directors. Notice of each such special meeting shall be mailed to each director, addressed to him or her at his or her last known residence or usual place of business according to the last available corporate records, at least five (5) but not more than thirty (30) days before the day on which the meeting is to be held, excluding the day of the meeting, or be delivered to him or her personally or by telephone, no later than one (1) day before the day on which the meeting is to be held, excluding the day of the meeting. Each such notice shall state the time, place, and purpose of the meeting.

Section 3.09 Notices Excused. Notice of any meeting of the Board of Directors need not be given to any director who shall be present at such meeting; and any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given if all of the directors of this corporation then in office shall be present thereat or waive such notice in writing before, at, or after such meeting.

Section 3.10 Quorum and Manner of Acting. Except as otherwise provided by statute or by these Bylaws, at least one-half (1/2) of the total number of directors (but in any event not less than three (3) shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum is had. Notice of any adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Section 3.11 Removal of Directors. Any director may be removed, either with or without cause, at any time, by a vote of a majority of the total number of directors, at a special meeting of the Board of Directors called for the purpose, and the vacancy in the Board of Directors caused by any such removal shall be filled in the manner specified in Section 3.05.

Section 3.12 Proxies. Proxies shall not be allowed or used.



## ARTICLE IV

### OFFICERS

Section 4.01 Number. The officers of this corporation shall be a Chairperson, a Vice-Chairperson, a Secretary, a Treasurer, and such other officers as may be appointed by the Board of Directors. Any number of offices or functions of those offices, except those of Chairperson and Vice-Chairperson, may be held or exercised by the same person.

Section 4.02 Election, Term of Office, and Qualifications. All officers shall be directors of this corporation and shall be elected by the Board of Directors at the annual meeting, or at a special meeting called for the purpose of filling a vacancy in an office because of death, resignation, removal, or any other cause, and except in the case of officers appointed in accordance with the provisions of Section 4.10 below, each shall hold office until the next annual election of officers and until his or her successor shall have been duly elected and qualified, or until his or her death, or until he or she shall resign, or until he or she shall have been removed in the manner hereinafter provided.

Section 4.03 Resignations. Any officer may resign at any time by giving written notice of his or her resignation to the Board of Directors, to the Chairperson, to the Vice-Chairperson, or to the Secretary of this corporation. Any such resignation shall take effect at the time, if any, specified therein or, if no time is specified therein, upon receipt thereof by the Board of Directors, Chairperson, Vice-Chairperson, or Secretary of this corporation; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.04 Removal. Any officer may be removed, either with or without cause, by a vote of not less than a majority of the total number of directors, at any annual or special meeting called for the purpose, and such purpose shall be stated in the notice or waiver of notice of such meeting unless all the directors of this corporation shall be present at such meeting.

Section 4.06 Vacancies. A vacancy in any office because of death, resignation, removal, or any other cause shall be filled for the unexpired portion of the term in the manner prescribed in these Bylaws for election or appointment to such office.

Section 4.06 Chairperson. The Chairperson shall be the chief executive officer of this corporation and shall have general active management of the business of this corporation; shall, when present, preside at all meetings of the Board of Directors and at all meetings of the Executive Committee, if any; shall see that all orders and resolutions of the Board of Directors are carried into effect; may execute and deliver in the name of the corporation (except in cases in which such execution and delivery shall be expressly delegated by the directors or by these Bylaws to some other officer or agent of this corporation or shall be required by law to be otherwise executed and delivered) any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of this corporation; shall, when necessary, certify proceedings of the Board, and maintain and certify proceedings of the Executive Committee, if any; shall perform such other duties as may from time to time be prescribed by the Board of Directors; and, in general, shall perform all duties usually incident to the office of the President or Chairperson.

Section 4.07 Vice-Chairperson. The Vice-Chairperson shall have such powers and shall perform such duties as may be prescribed by the Board of Directors or by the Chairperson. In the event of absence or disability of the Chairperson, the Vice-Chairperson shall succeed to his or her powers and duties.

Section 4.08 Secretary. If the Secretary holds the position of Program Coordinator, he or she shall not have voting rights. However, the duties of the Secretary shall generally be as follows: the Secretary shall be Secretary of, and when present, shall record proceedings of all meetings of the Board of Directors; shall maintain records of the proceedings of the Board of Directors; shall keep a register of the names and addresses of all members of this corporation; shall at all

times keep on file a complete copy of the Articles of Incorporation and all amendments and restatements thereof and a complete copy of these Bylaws and all amendments and restatements hereof; shall, when directed to do so, give proper notice of meetings of the Board of Directors and meetings of the Executive Committee, if any; shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the Chairperson and the Vice-Chairperson; and, in general, shall perform all duties usually incident to the office of the Secretary.

Section 4.09 Treasurer. The Treasurer shall keep accurate accounts of all monies of this corporation received or disbursed; shall deposit all monies, drafts, and checks in the name of, and of the credit of, this corporation in such banks and depositories as a majority of the Board of Directors shall from time to time designate; shall have power to endorse for deposit all notes, checks, and drafts received by this corporation; shall disburse the funds of this corporation as ordered by the Board of Directors, making proper vouchers therefore; shall render to the Chairperson, the Vice-Chairperson and the directors, whenever required, an account of all his or her transactions as Treasurer and of the financial condition of this corporation; shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the Chairperson; and, in general, shall perform all duties usually incident to the office of the Treasurer.

Section 4.10 Other Officers, Agents and Employees. This corporation may have such other officers, agents, and employees as may be deemed necessary by the Board of Directors. Such other officers, agents, and employees shall be appointed in such manner, have such duties, and hold their offices for such terms as may be determined by resolution of the Board of Directors.

Section 4.11 Bond. The Board of Directors of this corporation shall from time to time determine which, if any, officers of this corporation shall be bonded and the amount of each bond.

## ARTICLE V

### EXECUTIVE COMMITTEE

Section 5.01 Number, Qualifications, Term of Office. The Board of Directors may, by resolution adopted by a majority of the total number of directors, establish and Executive Committee, or any other committee, of the Board of Directors of this corporation and appoint two (2) or more directors to serve on such Executive Committee, one of whom shall be the Chairperson of this corporation. Only persons who are directors of this corporation shall be eligible for appointment to the Executive Committee. When a member of the Executive Committee ceases to be a director of this corporation, such person automatically shall cease to be a member of the Executive Committee of this corporation.

Section 5.02 Powers. Except for the power to amend the Articles of Incorporation and the Bylaws of this corporation, which power is expressly reserved solely to the Board of Directors of this corporation as hereinafter provided, the Executive Committee shall have all of the powers and authority of the Board of Directors of this corporation in the management of the property, business, and affairs of this corporation in the intervals between the meetings of the Board of Directors, subject always to the direction and control of the Board of Directors.

Section 5.03 Meetings. If an Executive Committee is established, it shall hold such regular or other periodic meetings, and special meetings called by the Chairperson or the Vice-Chairperson as may be necessary and appropriate, at such times and places, and upon such notice, if any, as may from time to time be fixed by resolution adopted by a majority of the members of the Executive Committee.

Section 5.04 Quorum and Manner of Acting. One-half (1/2) of the total number of members of the Executive Committee (but not less than two (2)) shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the members of the Executive Committee present at any meeting at which a

quorum is present shall be the act of the Executive Committee. In the absence of a quorum, a majority of the members of the Executive Committee present may adjourn any meeting from time to time until a quorum is had. Notice of any adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Section 5.05 Recording of Meetings. If the Secretary is a member of the Executive Committee, the Chairperson may assign the duty of recording the proceedings of any meeting of the Executive Committee to the Secretary.

## ARTICLE VI

### FINANCIAL MATTERS

Section 6.01 Books and Records. The Board of Directors of this corporation shall cause to be kept:

1. Records of all proceedings of the Board of Directors and the Executive Committee, if any; and
2. Such other records and books of account as shall be necessary and appropriate to the conduct of the corporate business.

Section 6.02 Documents Kept at Registered Office. The Board of Directors shall cause to be kept at the registered office of this corporation originals or copies of:

1. Records of all proceedings of the Board of Directors and the Executive Committee, if any;
2. All financial statements of this corporation; and
3. Articles of Incorporation and Bylaws of this corporation and all amendments and restatements thereof.

Section 6.03 Accounting System and Audit. The Board of Directors shall cause to be established and maintained, in accordance with generally accepted accounting principles applied on a consistent basis, an appropriate accounting system for this corporation. The Board of Directors shall cause the records and books of account of this corporation to be audited, at least once in each fiscal year and at such other times as it may deem necessary or appropriate and may retain such person or firm for such purposes as it may deem appropriate.

Section 6.04 Compensation. The Board of Directors of this corporation may at any time and from time to time, by resolution adopted by a majority of the directors who are present at the meeting, provide for the payment of compensation to, and for the payment or reimbursement of expenses incurred by, any director, officer, agent, or employee of this corporation for personal services rendered to this corporation by, or for any expenses necessarily paid or incurred by, any such director, officer, agent, or employee, but only if and to the extent that the performance of such service or the incurrence of such expenses is directly in furtherance of the purposes of this corporation as set forth in the Articles of Incorporation, and the compensation or the amount of expenses paid or reimbursed, as the case may be, is reasonable and not excessive.

Section 6.05 Fiscal Year. The fiscal year of the corporation shall be determined by the Board of Directors.

Section 6.06 Checks, Drafts, and Other Matters. All Checks, drafts, or other orders for the payment of money and all notes, bonds, or other evidences of indebtedness issued in the name of this corporation shall be signed by such officer or officers, agent or agents, employee or employees of this corporation and in such manner as may from time to time be determined by resolution of the Board of Directors.

Section 6.07 Deposit of Funds. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, foundations or other depositories as the Board of Directors may select.

ARTICLE VII

WAIVER OF NOTICE

Whenever notice of any meeting is required to be given by these Bylaws or any of the corporate laws of the State of Minnesota, such notice may be waived in writing, signed by the person or persons entitled to such notice, whether before, at, or after the time stated therein or before, at, or after the meeting.

ARTICLE VIII

AMENDMENTS

The Board of Directors may amend this corporation's Articles of Incorporation, as from time to time amended or restated, and these Bylaws, as from time to time amended or restated, to include or omit any provision that could lawfully be included or omitted at the time such amendment or restatement if adopted. Any number of amendments or an entire revision or restatement of the Articles of Incorporation or Bylaws, either (1) may be submitted and voted upon at a single meeting of the Board of Directors and be adopted at such meeting, upon receiving the affirmation vote of not less than two-thirds (2/3) of the total number of directors, or (2) may be adopted, in accordance with Article 8 of the Articles of Incorporation, by a writing signed by two-thirds (2/3) of the directors of this corporation.

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Melanie Koski, Secretary