

RESTATED
BY-LAWS
OF
CROOKSTON BLUE LINE CLUB, INC.

ARTICLE ONE

Name

1.1 **Name.** The name of this corporation is Crookston Blue Line Club, Inc.

1.2 **Abbreviation.** Whenever it is desirable to abbreviate the name of the corporation, the abbreviation "Crookston Blue Line Club" will be considered in every way the equivalent of the legal name of the corporation.

ARTICLE TWO

Purpose

2.1 **Purpose.** The purpose of this corporation will be as provided in the Articles of Incorporation.

ARTICLE THREE

Offices

3.1 **Registered Office.** The registered office of this corporation is located in Crookston, Minnesota. The current registered office will be at 124 N. Broadway, P.O. Box 286, Crookston, Minnesota 56716 (address). The Board of Directors may, from time to time, change the location of the registered office. On or before the day that such change is to become effective, a certificate of such change and of the location of the new registered office will be filed with the Secretary of State of the State of Minnesota.

3.2 **Other Offices.** The corporation may establish and maintain such other offices within or without the State of Minnesota as the Board of Directors

may from time to time determine, or the activities of the corporation may require.

ARTICLE FOUR

Members

4.1 **Criteria.** Those eligible to become members of this corporation are any person(s) residing in the City of Crookston or surrounding area who pay(s) an annual membership fee as determined by the Board of Directors.

4.2 **Classes.** There shall be one (1) class of membership.

4.3 **Voting.** Members are entitled to vote as provided by law.

4.4 **Meetings.** The corporation will hold an annual meeting of the members. The corporation will hold special meetings of the members upon call of the Board of Directors or if at least 50 members or 10% of the members, whichever is less, sign, date and deliver to the President or Treasurer, one or more written demands for the meeting describing the purpose for which it is to be held.

4.5 **Notice of Meetings.** Notice of meetings of members must be given to every member as of the record date determined under Minnesota Statutes, Section 317A.437, at least 5 days before and not more than 60 days before the date of the meeting. The notice must contain the date, time and place of the meeting and other information required by law and may be given in any form or manner authorized by law.

4.6 **Waiver of Notice; Objections.** A member may waive notice of a meeting of members. A waiver of notice by a member entitled to notice is effective whether given before, at or after the meeting, and whether given in writing, by authenticated electronic communication, orally or by attendance. Attendance by a member at a meeting is a waiver of notice of that meeting, unless the member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects

before a vote on an item of business because the item may not lawfully be considered at that meeting and does not participate in the consideration of the item at that meeting.

4.7 **Quorum.** A quorum for a meeting of voting members is 10% of the voting members entitled to vote at the meeting.

ARTICLE FIVE

Board of Directors

5.1 **Number.** The number of Directors of the corporation will be set from time to time by the Board of Directors by resolution, except that the Board must consist of at least seven (7) but not more than fifteen (15) individuals.

5.2 **Method of Election or Appointment.** Directors shall be elected or re-elected by the members at the annual meeting of members.

5.3 **Term.** Directors will hold office for three (3) years. The Board of Directors, by resolution, may provide for staggering the terms of directors in any reasonable manner.

5.4 **Vacancy.** If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of directors, the remaining members of the Board, though less than a quorum, may fill the vacancy by resolution.

5.5 **Removal.** If there are members eligible to elect the director, a director may be removed at any time, with or without cause, by those members eligible to elect the director. If the members are not eligible to elect a director, a director may be removed at any time, with or without cause, by the organization, person or persons eligible to select the director.

5.6 **Meetings.** The Board of Directors will meet on such date and at such times and at such places as the members of the Board of Directors may from time to time decide. Special meetings of the Board of Directors may be called by

a director by giving 5 days' notice to all directors of the date, time and place of the meeting. The notice need not state the purpose of the meeting.

5.7 Notice. Notice of all regular and special meetings of the Board of Directors will be given to each director by any method and as required by law.

5.8 Waiver of Notice. A director may waive notice of a meeting of the Board of Directors. A waiver of notice by a director entitled to notice is effective whether given before, at or after the meeting, and whether given in writing, by authenticated electronic communication, orally or by attendance. Attendance by a director at a meeting is a waiver of notice of that meeting, unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting.

5.9 Quorum. Six, but never less than one-third (1/3) of the directors currently holding office, is a quorum for the transaction of business. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of directors originally present leaves less than the proportion or number otherwise required for a quorum.

5.10 Actions of Directors Without Meeting. An action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed, or consented to by authenticated electronic communication, by all of the directors. The written action is effective when signed, or consented to by authenticated electronic communication, by the required number of directors, unless a different effective time is provided in the written action.

5.11 Meetings Solely by Means of Remote Communication. Any meeting among directors may be conducted solely by one or more means of remote communication through which all of the directors may participate in the meeting, if the same notice is given of the meeting required by Paragraph 5.7, and if the number of directors participating in the meeting is sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence at the meeting.

5.12 Participation in Meetings by Means of Remote Communication. A director may participate in a board meeting by means of conference telephone or, if authorized by the board, by such other means of remote communication, in each case through which the director, other directors so participating, and all directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting by that means constitutes presence at the meeting.

5.13 Management of Corporate Affairs. The business of the corporation will be managed by the Board of Directors, which may exercise all powers of the corporation and do all lawful acts and things that are not prohibited by the law, by the Articles of Incorporation or by these By-Laws.

5.14 Committees. The Board of Directors, by resolution approved by the affirmative vote of a majority of the Board, may establish committees having the authority of the Board in the management of the business of the corporation to the extent provided in the resolution. Committees are subject at all times to the direction and control of the Board of Directors.

ARTICLE SIX

Officers

6.1 Officers, Selection. The officers of the corporation will be selected by the Board of Directors for one (1) year terms and will consist of the President,

Vice President, Secretary and Treasurer. The officers may, but need not be, directors. Any number of offices may be held or exercised by the same person. If a document must be signed by persons holding different offices or functions and a person holds or exercises more than one of those offices or functions, that person may sign the document in more than one capacity, but only if the document indicates each capacity in which the person signs.

6.2 President. The President will have general active management of the business of the corporation, will, when present, preside at meetings of the Board of Directors and of the voting members, if any, will see that orders and resolutions of the Board of Directors are carried into effect, will sign and deliver in the name of the corporation 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, these By-Laws or by the Board of Directors to another officer or agent of the corporation), will maintain records of and, when necessary, certify proceedings of the Board of Directors and the voting members, if any, and will perform other duties prescribed by the Board of Directors.

6.3 Vice President. The Vice President will possess all of the powers and may perform the duties of the President in the absence or disability of the President. The Vice President will have such authority and perform such duties in the management of the business of the corporation as may from time to time be assigned to the Vice President or determined by the Board of Directors.

6.4 Secretary. The Secretary will keep the minutes of all proceedings of the voting members, if any, and the directors. The Secretary will attend to the giving and serving of all notices of meetings which may be required by law or the Articles of Incorporation or these By-Laws. With the President, the Secretary

may sign documents in behalf of the corporation. The Secretary may attest the execution in the name of the corporation of all authorized contracts, deeds, mortgages, conveyances, notes, bonds and other instruments in writing. The Secretary will, in general, perform all duties incident to the office of Secretary.

6.5 **Treasurer.** The Treasurer will keep accurate financial records for the corporation, will deposit money, drafts and checks in the name of and to the credit of the corporation in the banks and depositories designated by the Board, will endorse for deposit notes, checks and drafts received by the corporation as ordered by the Board, making proper vouchers for the deposit, will disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the Board, will, upon request, provide the President and the Board an account of transactions by the Treasurer and of the financial condition of the corporation, and will perform other duties prescribed by the Board or by the President.

ARTICLE SEVEN

Amendment

7.1 **Amendment.** Subject to the rights under law of voting members, if any, these By-Laws may be amended by an affirmative vote of a majority of the Board of Directors.

The foregoing Restated By-Laws were adopted by resolution of the Board of Directors of the corporation at a meeting held on April 11, 2011.

ATTEST:

Secretary

President