

**BY-LAWS
OF
BRAINERD AREA SERTOMA CLUB, INC.**

ARTICLE I. AUTHORITY

This instrument constitutes the By-Laws of the Brainerd Area Sertoma Club, Inc., (hereinafter referred to as the club or Corporation) a Minnesota nonprofit corporation, adopted for the purpose of regulating and managing the internal affairs of the corporation.

ARTICLE II. OFFICE

The registered office of this Corporation located in Minnesota shall be that as set forth in the Articles of Incorporation, or in the most recent amendment of the Articles of Incorporation, or in the most recent statement filed with the Secretary of State of Minnesota changing the registered office.

ARTICLE III. MEMBERS, ANNUAL MEETING

SECTION 1. Membership. Membership in this club is open to any person regardless of race, national origin, sex or religion. The permanent category of membership is: Regular. The Board of Directors may designate additional classes of membership and the fees therefore as the need arises.

SECTION 2. Eligibility. An individual 18 years old or older as of the start of the fiscal year, paying the prescribed membership dues as established from time to time by the Board of Directors shall be a Regular Member. All applications for regular membership shall be approved by a majority vote of the Board of Directors.

SECTION 3. Termination. Any membership may be terminated by a majority vote of the Board of Directors as long as:

(a) the member is given not less than 15 days prior written notice of the termination and the reasons for it; and

(b) the member must be given an opportunity to be heard on the matter by the Board of Directors not less than five days before the effective date of the termination.

SECTION 4. Resignation. A member may resign at any time. The resignation of a member does not relieve the member from any obligations the member may have to the club for dues, assessments, fees or charges for goods or services, subject to the right of the Board of Directors to waive these obligations in any individual case.

SECTION 5. Annual Meeting. The Members Annual Meeting of the Corporation shall usually be held during the month of May of each year, and at such time and place as the Board of

Directors designates. At such Annual Meeting the members shall elect members of the Board of Directors and Officers.

SECTION 6. Special Meetings. If at least ten percent (10%) of the Regular Members, sign, date and deliver to the President or the Chairman of the Board one or more written demands or demands sent through an electronic communication that meets the requirements of these By-Laws for a meeting describing the purpose for which it is to be held, the Board of Directors shall cause a special meeting to be called and held on notice no later than 60 days after the receipt of the demand.

SECTION 7. Notice of Meetings. Notice of a meeting of the Regular Members shall be mailed to each Regular Member, addressed to the Regular Member at his or her residence or usual place of business, or delivered personally or by telephone, facsimile transmission, or electronic communication that meets the requirements of these By-Laws to the Regular Member, at least thirty (30) days, before the day on which the meeting is to be held. The notice shall state the time and place of the meeting, and a statement of the purposes thereof. If a special meeting is demanded by the Regular Members, the meeting must be held in the county where this Corporation's registered office is located. The business transacted at a special meeting is limited to the purposes stated within the notice of the meeting.

SECTION 8. Waiver of Notice. A Regular Member may waive notice of a meeting of Regular Members. A waiver of notice by a Regular Member entitled to notice is effective whether given before, at, or after the meeting, and whether given in writing, by electronic communication, orally, or by attendance. Attendance by a Regular Member at a meeting is a waiver of notice of that meeting, unless the Regular 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.

SECTION 9. Quorum. A quorum shall consist of at least 10 percent (10%) of the membership of the Corporation.

SECTION 10. Voting. Each Regular member shall have one (1) vote. No proxies shall be allowed.

ARTICLE IV. BOARD OF DIRECTORS

SECTION 1. Number. The Board of Directors of the Corporation shall be composed of thirteen (13) persons, to include the Chairman of the Board, President, First Vice President, Second Vice President, Third Vice President, Treasurer, Secretary and six (6) at-large members.

SECTION 2. Term. At the time of the election of Board of Directions consistent with this version of the By-Laws, the at-large Director shall serve for staggered terms with half of the initial at-large Directors serving for a term of one (1) year and half of the initial at-large Directors serving for a term of two (2) years. Thereafter, the Board of Directors shall be elected annually by a majority vote of the regular members of the Corporation for the term of two (2) years and until

the election or appointment and qualification of their successors, unless they sooner resign or are removed as provided by these By-Laws. Each non at-large director will serve on the board for a one (1) year term. The at-large directors will not hold more than three (3) consecutive two (2) year terms. The beginning of the fiscal year will typically be the start of each term unless otherwise directed by the Board of Directors.

SECTION 3. How Elected. At each election of directors, every Regular Member shall have the right to cast one vote for as many persons as there are directors to be elected and for whose election the Regular Member has right to vote. Cumulative voting shall not be allowed in the election of directors.

SECTION 4. Vacancies. Vacancies on the Board (including officers), unless otherwise prescribed by these By-Laws, shall be filled by appointment after a majority vote of the remaining members of the Board for the unexpired term upon majority vote.

SECTION 5. Powers. The powers of the affairs of the Corporation shall be vested in the Board of Directors who shall be responsible for pursuing the goals established by these By-Laws and the Articles of Incorporation. The Board shall have all general corporate powers as provided by the Articles, By-Laws, and law of the State of Minnesota. A decision of the Board of Directors may be overruled by a two-thirds majority of the members present at an annual or special members meeting provided a quorum is present.

The Board of Directors shall manage the property interests, business, and affairs of the corporation, including reviewing the reports of the secretary and treasurer, auditing all bills and accounts against the Corporation, fixing or delegating authority to fix the compensation of officers and employees of the Corporation and managing the assets of the Corporation. The board may direct any officer or officers of the Corporation to conduct the ordinary business and affairs of the Corporation.

SECTION 6. Duties. A Director shall perform the duties as a director, including the duties as a member of any committee of the board upon which the director may serve, in good faith, in a manner the director reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. Each board member will be required to serve upon at least one committee.

In performing such duties, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons and groups listed in paragraphs (a), (b), (c), (d) below; but such director shall not be considered to be acting in good faith if such director has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A director who so performs said duties shall not have any liability by reason of being or having been a director of the Corporation. Those persons and groups on whose information, opinions, reports, and statements a director is entitled to rely are:

- (a) One or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented;

- (b) Counsel, public accountants, or other persons as to matters which the director reasonably believes to be within such persons' professional or expert competence; and
- (c) A committee of the board upon which the director does not serve, duly designated in accordance with a provision of the Articles of Incorporation or the By-Laws, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

SECTION 7. Meetings. The Board of Directors shall meet at least six times a year, one of which meetings may be the Annual Meeting, at such time and place as the Chairman of the Board may direct. The Board's Annual Meeting shall follow the Members' Annual Meeting as provided by these By-Laws. Reasonable notice of such meetings shall be delivered by the Secretary. A quorum shall consist of a majority of the Board of Directors currently holding office.

SECTION 8. Action by Directors Without a Meeting. An action required or permitted to be taken at a meeting of the Board of Directors that does not require Regular Member approval may be taken by a written action signed or consented to in an authenticated electronic communication, in one or more counterparts, by the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all of the directors were present.

SECTION 9. Chairman of the Board. The Chairman of the Board shall preside at all regular and special meetings of the Board of Directors. The Chairman of the Board each year will be immediate Past President.

SECTION 10. Removal. Any Director may be removed by a 2/3rds vote of the Board of Directors at a meeting called for that purpose. Habitual lack of attendance at Board Meetings may constitute cause for removal.

SECTION 11. Employees. The Board is empowered to employ such personnel as are necessary for the conduct of its affairs and may pay such compensation is reasonable for the duties provided to such personnel. Members of the Board of Directors shall serve without compensation for their duties as directors or officers of the Corporation.

SECTION 12. Conflict of Interest. All Board members will be required to sign a Corporation conflict of interest policy as determined by the Board.

SECTION 13. Electronic Records and Signatures. This Corporation recognizes that authenticated electronic communication which meets the requirements of this section may legally satisfy written record and signature requirements necessary for valid records, signatures and contracts. Authenticated communications are those communications that set forth information from which the Corporation can reasonably conclude that the communication was sent by the purported sender and are delivered to the principal place of business of the Corporation, or to an officer or agent of the Corporation who is authorized by the Corporation to receive the communication. Electronic records are records that are created, generated, sent, communicated,

received or stored by electrical, digital, magnetic, wireless, optical, electromagnetic or similar technologies. Valid electronic signatures are those that are expressed through an electronic sound, symbol or process, and that are logically associated with a record and executed or adopted by a person with intent to sign the record.

ARTICLE V. OFFICERS

SECTION 1. Number and Election. The Officers of this Corporation shall be a President, First Vice President, Second Vice President, Third Vice President, a Secretary and a Treasurer. The officers listed below who are subject to elections shall be elected by the regular members at the member's annual meeting. The beginning of the fiscal year will typically be the start of each term unless otherwise directed by the Board of Directors. The term of office for the President and Vice Presidents is one year. It is two years for the Secretary and Treasurer. A member may not hold more than one officer position at a time.

SECTION 2. President. The President is primarily responsible for executing the policies of the Board of Directors. The President shall preside at all regular and special meetings of the members and at the members Annual Meeting. The President shall execute all deeds, bonds, and other instruments to be executed on the behalf of the Corporation when authorized by the Board of Directors, and shall set the date for all meetings of the Corporation after consultation with the other officers and the Chairman of the Board. In the absence or inability to act of the President and any of the Vice Presidents the Board of Directors shall elect one of its number as President pro-tem who shall be vested with all powers of the President during the absence or inability to act of the President and Vice Presidents.

SECTION 3. First Vice President. The First Vice President shall perform any and all duties assigned by the President and perform any and all duties of the President in his/her absence or inability to act. At the end of the term of office, the First Vice President will become the President for the next term.

SECTION 4. Second Vice President. The Second Vice President shall perform any and all duties assigned by the President and perform any and all duties of the First Vice President in his/her absence or inability to act. At the end of the term of office, the Second Vice President will become the First Vice President for the next term.

SECTION 5. Third Vice President. The Third Vice President shall perform any and all duties assigned by the President and perform any and all duties of the Second Vice President in his/her absence or inability to act. The Third Vice President is elected annually. At the end of the term of office, the Third Vice President will become the Second Vice President for the next term.

SECTION 6. Secretary. The Secretary shall keep a record of the affairs of the Corporation, including minutes of all meetings of the Directors and members and all votes taken. The Secretary shall give notice as required by these By-Laws of all meetings of the Corporation, and shall be the custodian of all books, records and papers of the Corporation, excepting such as are held by the Treasurer or by another designee of the Board.

SECTION 7. Treasurer. The Treasurer shall keep an accurate account of all monies of the Corporation received and disbursed, and shall deposit all monies and valuables in the name of and to the credit of the Corporation in such bank and depositories as the Directors shall designate, and shall perform the usual duties pertaining to the office of the Treasurer. The Treasurer shall be bonded in such amount as the Board of Directors shall designate.

SECTION 8. Certification to Sertoma. Immediately following elections, the Secretary shall certify to the Executive Director of Sertoma the names of the Officers and Directors who are to serve during the ensuing year.

ARTICLE VI. RECORDS, AUDITING AND DEPOSITORIES

SECTION 1. Records. The Board of Directors shall prescribe and adopt such systems and forms for carrying on the business, keeping books and accounts, and such other matters of business regulation as may be necessary for the proper conduct of the business of the Corporation.

SECTION 2. Financial Review. The Directors shall provide for an annual review of the books and records of the Corporation and a report to the members at the Annual Meeting.

ARTICLE VII. GIFTS, DONATIONS AND BEQUESTS

Gifts, donations and bequests may be given directly to the Brainerd Area Sertoma Club, Inc. with direction that the principal or the income therefrom shall be used for certain specified purposes, providing those purposes are within those set forth in the Articles of Incorporation and By-Laws. Unless some special purpose accompanies such gift, donation, or bequest, the Board of Directors may disburse the principal and income of such gift, donation or bequest for the purposes specified in the Articles of Incorporation and By-Laws.

ARTICLE VIII. COMMITTEES

There shall be such committees as the Board of Directors may, from time to time, provide. All Committees shall be appointed by the President, and all such committee appointments shall terminate at the end of the fiscal year. Nothing herein shall prohibit the reappointment of any committee member.

ARTICLE IX. FINANCES, DUES AND FEES

All routine bills signed by the disbursing officer of an amount, up to a maximum amount determined by the Board of Directors, shall be approved for payment by the President or the President's designee. Non-routine expenditures including those bills exceeding the dollar limit set by the Board of Directors shall have prior review and approval of the Board.

All checks must be signed by the Treasurer or another officer who has been authorized by the board of directors.

ARTICLE X. SERTOMA CHARTER AGREEMENT

The Brainerd Area Sertoma Club, Inc., incorporates herein the Sertoma Charter Agreement attached hereto as Attachment A. In the event these By-Laws conflict with any provision in the Sertoma Charter Agreement the Sertoma Charter Agreement provisions will take precedence.

ARTICLE XI. ACTIVITY RESOLUTION

The Brainerd Area Sertoma Club, Inc., incorporates herein the Activity Resolution dated June 17, 2008, attached hereto as Attachment B. In the event these By-Laws conflict with any provision in the Activity Resolution the Activity Resolution provisions will take precedence.

ARTICLE XII. CHARITABLE LANGUAGE RESOLUTION

The Brainerd Area Sertoma Club, Inc., incorporates herein the Charitable Language Resolution dated June 17, 2008, attached hereto as Attachment C. In the event these By-Laws conflict with any provision in the Charitable Language Resolution the Charitable Language Resolution provisions will take precedence.

ARTICLE XIII. SERTOMA INTERNATIONAL

After ratification by Sertoma International these By-Laws will satisfy the requirement that the Brainerd Area Sertoma Club, Inc. adopt the model by-laws and policies for a Sertoma Club as proposed by Sertoma International in the Sertoma Charter Agreement attached hereto as attachment A.

ARTICLE XIV. PROPERTY

The property of the Corporation shall be held in the corporate name and disposed of according to Minnesota law.

ARTICLE XV. INDEMNIFICATION

The Corporation shall indemnify to the fullest extent allowed under state law any person who is a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, of whatever kind or nature by reason of the fact that such person is or was a Director, officer, employee, volunteer or agent of the Corporation, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement. The Corporation may purchase and maintain insurance on behalf of any person who may be indemnified pursuant to this Article.

ARTICLE XVI. FISCAL YEAR

The fiscal year of the Corporation shall match the fiscal year of Sertoma International (as of this version of the By-Laws it begins on the 1st day of July, and end on the 30th day of June, in each year).

ARTICLE XVII. AMENDMENTS

Amendments to the Articles of Incorporation or to the By-Laws may be made at the Annual Meeting of the Corporation, or at a special meeting called for that purpose and providing that at such special meeting notice of the proposed change shall have been given in writing to all regular members with the notice of such meeting. Providing a quorum is present at such meeting, a vote of two-thirds of the regular members present shall be required for passage.

ARTICLE XVIII. DISSOLUTION

The Corporation is organized and intended for perpetual existence; however, in the event of dissolution, the same shall be done in accordance with the laws of the State of Minnesota, and any remaining assets shall be distributed to societies, corporations, or organizations engaged in activities substantially similar to those of this Corporation.

CERTIFICATION

We certify these revised By-Laws were adopted by the Corporation on the 25th day of February, 2009, by a majority vote.

Mark Korte, President

Steve Mau, Chairman of the Board