

**BY LAWS
OF
PAUL BUNYAN SCENIC BYWAY ASSOCIATION, INC.**

ARTICLE I OFFICES

Section 1. The name of the organization shall be Paul Bunyan Scenic Byway Association, Inc. (PBSBA) It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

Section 2. The address of the registered office of this corporation is Box 401, Pequot Lakes, Minnesota 56472

Section 3. The address of the principal office and place of business of this corporation is Box 401, Pequot Lakes, Minnesota 56472.

Section 4. The purpose of the PBSBA is to promote, preserve and enhance the recreational, historical, cultural, scenic, natural and archeological resources along the 54-mile Paul Bunyan Scenic Byway.

ARTICLE II MEMBERS

Section 1. Membership in this corporation shall be open to the public who meet the criteria set out herein for membership.

Section 2. No separate meetings of the members shall be held, annual or otherwise, and no separate books or records of any kind with respect to the members shall be maintained.

Section 3. Membership shall be terminated upon the resignation of members or by their failure to pay membership investment on a prescribed basis.

Section 4. The criteria for membership shall be as follows:

- a. Payment of prescribed membership investment or dues as set by the Board of

- Directors of the corporation; or
- b. Approved offer of reciprocal membership in another non-profit organization; or
 - c. Request by an in-kind donor for membership if the in-kind donation is equal to or greater than membership investment/dues amount; or
 - d. Request by a cash donor for membership if the cash donation is equal to or greater than the membership investment/dues amount.

Section 5. Group of 54. The first twenty (20) donors of \$1,000.00 or more to the Paul Bunyan Scenic Byway Association are identified as the Charter Members of the Group of 54, which was originally called the Group of 48. This list includes the following:

Todd and Jill Beyer, Bait Box Marina, Bay View Lodge, Black Pine Beach Resort, Boyd Lodge, Breezy Point Resort, Crosslake Communications, Don and Deanna Engen, John Pierron, Paul and Lynn Hunt, Jean Segerstrom, Lakes State Bank, Lakeside Lawn and Landscape, Moonlite Bay, Silver Creek Traders, Don and Marilyn Spies, TDS Telecom, Towering Pines Resort- Dave and Mary Badger, Wells-Fargo Bank, Whitefish Golf Club.

ARTICLE III - DONORS

Section 1. A donor is described as an individual, business, organization, jurisdiction or other entity that contributes money or in-kind services or items to the Paul Bunyan Scenic Byway Association and does not request membership in the Association.

ARTICLE IV - DIRECTORS

Section 1. The Board of Directors of this corporation shall manage its business, property and affairs and shall elect all officers of this corporation.

Section 2. The annual meeting of the Board of Directors shall be held in the month of November in each year or at such other time as a majority of the Board of Directors shall prescribe. Regular meetings of the Board of Directors shall be held at such time as a majority of the Board of Directors shall prescribe. The general membership is welcome to attend and provide input at any regular Board meeting and at the annual meeting.

Section 3. A special meeting of the Board of Directors may be called at any time by the Secretary or acting Secretary of the corporation upon the request of any 3 DIRECTORS.

Section 4. Except where notice is waived as hereinafter provided, written notice of every annual or special meeting of the Board of Directors shall be given by the Secretary or designee of the corporation to all directors at least 10 days prior to any annual meeting, and at least 5 days prior to any special meeting of the directors. Except as hereinafter provided with respect to the removal of any director or with respect to any proposed amendment of these ByLaws, the written notice of any annual or special meeting of these directors may, but need not, specify the business to be transacted.

Any director may, in writing, either before or after any meeting, waive notice thereof, and without notice, any director, by his attendance at and participation in any action taken at any such meeting, shall be deemed to have waived notice thereof.

Section 5. The Board of Directors shall have up to 9 but not less than 7-members. The Board of Directors shall be a self-perpetuating body. All directors shall be elected by a plurality of the Board of Directors in attendance at the meeting. The term of each director shall be three (3) years and Directors may choose to remain on the Board of Directors for two (2) terms. After serving two terms, a Director must be reelected by a

plurality vote of the members in attendance at the meeting. Initially three (3) Directors shall serve for a one year term, three (3) Directors shall serve for a two year term and three (3) Directors shall serve for a three (3) year term, for purpose of staggering the terms.

Any director may be removed, with or without cause, from the Board of Directors by a two-thirds (2/3) vote of all directors then in office, provided that written notice of such proposed action to remove a director from the Board of Directors be given to all directors seven (7) days prior to any such meeting.

Section 6. A new director may be elected to fill any vacancy in the Board of directors at any regular, annual or special meeting of the directors by a majority of all directors then in office. A person is eligible to become a director if the following conditions are met:

- a. The person, as an individual or as a representative of an entity is a member in good standing.
- b. The person, as an individual or as a representative of an entity, is a recent donor. (Recent refers to a minimum cash or in-kind donation of at least \$50.00 in the past calendar year).

Section 7. A majority of the directors in office shall constitute a quorum for the transaction of business at any annual, regular or special meeting of the directors. When a quorum of directors is present in person at any meeting, the vote of a majority of those directors present in person shall decide any question brought before any such meeting, except as to any questions concerning the removal or election of any director and except as to any question upon which any different or greater vote is required by applicable state

law. The act of the majority of the directors present in person at any meeting at which there is a quorum shall constitute the act of the entire Board of Directors. Directors may attend the meeting via telephone conference for purposes of determining a quorum, however only those directors in attendance at the meeting, not via telephone, may be counted.

Section 8. The corporation shall not make, issue or authorize any loans to any member of the Board of Directors.

Section 9. Directors at large shall chair, or perform other duties as directed by the Board of Directors or by the Chairperson.

ARTICLE V OFFICERS

Section 1. This corporation may have officers as elected by the Board of Directors.

Section 2. The Board of Directors shall elect by a simple majority the following officers of the corporation: Chief Executive Officer or Chairperson, Vice-Chairperson, Secretary and Treasurer. The Chief Executive Officer or Chairperson shall have authority to appoint other committees, consisting of Board members and/or non-Board members, from time to time as deemed necessary by the Board of Directors. Committee members shall serve as such at the pleasure of the Board. Committees shall have such powers and perform such duties, as the Board of Directors shall from time to time prescribe. Only those powers properly delegable under applicable state law shall be delegated to committees of the Board.

Section 3. Duties of Officers shall be as follows:

1. Chairperson (Chief Executive Officer). The chairperson or chief executive officer shall (1) have general active management of the business of the

corporation; (2) when present shall preside at meetings of the Board of Directors; (3) see that orders and resolutions of the board are carried into effect; (4) sign and deliver in the name of the corporation, legal documents and instruments pertaining to the business of the corporation, except where the by-laws and/or articles of incorporation require the signature of another officer or agent of the corporation; and (5) assure that records are maintained and, when necessary, certify the proceedings of the Board of Directors.

2. Vice-Chairperson. In the absence of the Chairperson, the Vice-Chairperson shall preside at the meeting of the Board of Directors; perform the duties of the Chairperson upon their resignation; and perform other duties as directed by the Board of Directors or by the Chairperson.

3. Secretary. The secretary shall (1) keep accurate records of the meetings of the corporation; (2) shall perform any other duties as directed by the Board of Directors or by the Chairperson.

4. Treasurer. The treasurer shall (1) keep accurate financial records for the corporation; (2) 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; (3) endorse for deposit notes, checks and drafts received by the corporation as ordered by the Board, making proper vouchers for the deposit; (4) disburse corporate funds and issue checks and drafts in the name of the corporation as ordered by the board; (5) upon request, provide the Chairperson and the Board of Directors with an account of transaction by the treasurer and of the financial condition of the corporation; (6) shall be the chair of the finance committee; and (7) perform other duties as directed by the Board of Directors or by the Chairperson.

ARTICLE VI - ADMINISTRATOR

Section 1. The Executive Administrator is hired by the board. The Executive Administrator has day-to-day responsibilities for the organization, including carrying out the organization’s goals and policies. The Executive Administrator will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as deemed necessary.

ARTICLE VII - FISCAL YEAR

This corporation shall operate, and shall close its annual books of account on a calendar year basis.

ARTICLE VIII – DISSOLUTION OF THE ASSOCIATION

Dissolution of the Association shall be governed by Chapter 317A of the Minnesota Statutes.

ARTICLE IX AMENDMENTS

The Board of Directors shall have the authority to amend these ByLaws, in whole or in part, at any annual, regular or special meeting of directors where a quorum is present in person at any such meeting, provided that notice of any such proposed amendment to these ByLaws shall have been given to all directors in the written notice of meeting provided by the corporation.

CURRENT DIRECTORS (2013)

Rod Nelson, Chief Executive Officer

Dave Badger

Roger Hoplin, Vice Chairperson

Open seat

Donna Stricker, Secretary

Open seat

Ron Johnson, Treasurer

Open seat

Lynn Sharenbroich

The undersigned, Rod Nelson, Chief Executive Officer of Paul Bunyan Scenic Byway Association, Inc., hereby certifies that the foregoing Amendment to the Bylaws were duly adopted as the Bylaws of the corporation, effective this _____ day of _____, 2013.

Rod Nelson, Chief Executive Officer

Amended and approved this 14th day of November, 2013.

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