

BYLAWS OF FRIENDS OF THORSON MEMORIAL LIBRARY

A Nonprofit Corporation

ARTICLE 1

OFFICES

The principal office of the Corporation shall be in the State of Minnesota at 117 Central Ave, Elbow Lake. The Corporation shall designate a registered office in accordance with law and shall maintain it continuously. The Corporation may have offices at such other places within and without the State of Minnesota as the Board of Directors may from time to time determine.

ARTICLE 2

MEMBERS

Section 1. Qualification. Membership is open to all persons over the age of eighteen (18) years who are interested in furtherance of the purpose of the Corporation.

Section 2. Manner of Admission. A person shall be a member upon the payment of dues, which shall be payable annually and shall become due on the day on the annual membership meeting. Each membership shall be entitled to one vote. A family membership entitles each member of the family to one vote..

Section 3. Membership Classes. There shall be one class of Membership:

- (a) *Voting Members:* The Corporation shall have Voting Members who shall have all the rights and privileges of Members of the Corporation. A Voting Member may be removed only by an affirmative vote of at least eighty percent (80%) of all Voting Members and only for cause, acts inconsistent with Membership, and only after an opportunity to be heard (unless the Member's whereabouts are unknown.)

Section 4. Annual Meetings. The purpose of the annual meeting of Members is to elect Directors, report on activities, report financial condition of the corporation and to transact such other matters as may properly come before the Members. The annual meeting of the Members of the Corporation shall be held at the times and places designated by the Board of Directors or the President of the Corporation. The Annual meeting of Members for any year shall be held designated by the board of directors. However, failure to hold an annual meeting timely shall in no way affect the terms of Officers or Directors of the Corporation or the validity of actions of the Corporation.

Section 5. Special Meetings. Special meetings of Members may be called by the President, by a majority of the Board of Directors then in office or by Members having one-fourth (1/4) or more of the outstanding votes of the Corporation. The purposes of each special meeting shall be stated in the notice and may only include purposes which are lawful and proper for Members to consider.

Section 6. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Minnesota, as the place of meeting for any meeting of Members. If no designation is made, then the place of meeting shall be the principal office of the Corporation in the State of Minnesota.

Section 7. Notice of Meeting. Written or printed notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered personally or by mail not less than ten (10) days nor more than sixty (60) days before the date of the meeting. Notice shall be given by or at the direction of the President or the Secretary or the persons calling the meeting to each Member of record entitled to vote at the meeting. If mailed, such notice shall be deemed to have been delivered when deposited in the United States Mail addressed to the Member at his address as it appears on the records of the Corporation with postage thereon prepaid.

Section 8. Waiver of Notice. A written waiver of notice signed by a Member, whether before or after a meeting, shall be equivalent to the giving of such notice. Attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except when the Member attends for the express purposes of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 9. Action Without Meeting. Any action of the Members may be taken without a meeting, without prior notice and without a vote, if a consent in writing or by e-mail consensus setting forth the action so taken is signed by a majority of Members of the Corporation. Within ten (10) days after obtaining such authorization by written consent, notice must be given to those members who have not consented in writing. The notice shall fairly summarize the material features of the authorized action. Any certificate to be filed as a result of the Members' action under this section shall state that written consent was given in accordance with the laws of the State of Minnesota.

Section 10. Member Quorum and Voting. Unless otherwise required in the Articles of Incorporation or state law, a majority of the Members appearing in person or by proxy shall constitute a quorum at a meeting of Members. If a quorum is present, unless otherwise provided by law or in the Articles of Incorporation, the affirmative vote of a majority of the Members at the meeting entitled to vote on the subject matter shall be the act of the Members. After a quorum has been established at a Members' meeting, the subsequent withdrawal of Members, so as to reduce the number of Members entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof. If a quorum is not present

when a meeting starts, then a majority of the Members at the meetings may adjourn the meeting from time to time without further notice until a quorum is present.

Section 11. Votes. Members shall be entitled to one vote as provided for in Article II Section 3 hereof.

Section 12. Proxies. Every Member entitled to vote at a meeting of Members or to express consent or dissent without a meeting may authorize another person or persons to act by proxy. Every proxy shall be in writing and shall be signed by the Member or otherwise duly authorized attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law.

ARTICLE 3

BOARD OF DIRECTORS

Section 1. General Powers. Subject to the limitations of the Articles of Incorporation, these Bylaws, and the nonprofit corporation statutes concerning corporate action that must be authorized or approved by the Members of the Corporation, all corporate powers shall be exercised by or under the authority of the Board of Directors, and the management and affairs of the Corporation shall be controlled by the Board of Directors.

Section 2. Number, Qualification, Election and Tenure. The number of Directors shall be the number of Directors elected from time to time in accordance with these Bylaws, but shall never be less than seven. The number of Directors may be increased or decreased from time to time by election in accordance with these Bylaws. Directors shall be elected by the Members at the annual meeting of Members and shall serve until the next succeeding annual meeting and until their successors have been elected and qualified.

Section 3. Annual Meetings. The Board of Directors shall hold its annual meeting at the same place as and immediately following each annual meeting of Members for the purpose of the election of Officers, to report activities and financial condition of the corporation and the transaction of such other business as may come before the meeting. If a majority of the Directors are present at the annual meeting of Members, no prior notice of the annual meeting of the Board of Directors shall be required. However, another place and time for such meeting may be fixed by consent of all the Directors.

Section 4. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall be determined from time to time by the Board of Directors.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by the President, or any Director. The person or persons authorized to call special meetings of the Board of Directors may fix a reasonable time and place for holding them.

Section 6. Telephone Message. Directors may participate in meetings of the Board of Directors by means of a conference telephone or similar communications equipment by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such a meeting.

Section 7. Action Without Meeting. Any action of the Board of Directors may be taken without a meeting if a consent in writing or by e-mail consensus setting forth the action so taken signed by all of the Directors is filed in the minutes of the Board of Directors. Such consent shall have the same effect as a unanimous vote.

Section 8. Notice and Waiver. Notice of any special meeting shall be given at least three (3) days prior thereto by written notice delivered personally, by mail or by e-mail to each Director at his/her address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage prepaid. If notice is given by email, such notice shall be deemed to be delivered when the email is delivered. Any Director may waive notice of any meeting, either before, at, or after such meeting by signing a waiver of notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting or the manner in which it has been called or convened, except when a Director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 9. Quorum and Voting. A majority of Directors in office shall constitute a quorum for the transaction of business. The vote of a majority of Directors present at a meeting at which a quorum is present shall constitute the action of the Board of Directors. If less than a quorum is present, then a majority of those Directors present may adjourn the meeting from time to time without notice until a quorum is present.

Section 10. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors even though it is less than a quorum of the Board of Directors, unless otherwise provided by law or the Articles of Incorporation. A Director elected to fill a vacancy shall hold office only until the next election of Directors by the Members. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting of Members or a special meeting of Members called for that purpose.

Section 11. Removal. At any meeting of Members called expressly for that purpose, any Director or Directors may be removed from office, with or without cause, by a majority vote. New Directors may be elected by the Members for the unexpired terms of Directors removed from office at the same meetings at which such removals are voted. If the Members fail to elect persons to fill the unexpired terms of removed Directors, and if the Members did not intend to decrease the number of Directors to serve

on the Board, then the vacancies unfilled shall be filled in accordance with provisions in these Bylaws for vacancies.

Section 12. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he votes against such action or abstains from voting because of an asserted conflict of interest.

Section 13. Ex-Officio Members. The librarian shall serve on the Board of Directors, as an ex-officio Director and shall not be entitled to vote. The Board of Directors may appoint such other ex-officio, non-voting Directors as it deems appropriate.

Section 14. Terms of Office and Compensation. Each director shall be elected for a 3 year term commencing after the Annual Meeting in the year elected. Directors serve on a voluntary basis.

Section 15. Power to Accept Donations. The Board of Directors shall have the power to accept donations made to the Friends of the Library for the furtherance of its purposes; provided however, that the Board may reject any donation made upon a condition or restriction if not in the best interest of the Friends of the Library.

ARTICLE 4

OFFICERS

Section 1. Officers. The Officers of this Corporation shall be a President, Secretary and Treasurer, each of whom shall be elected by the Board of Directors. A Vice President, and other such officers and assistant officers as may be deemed appropriate may be elected by the Board of Directors from time to time. Any two or more offices may be held by the same person. A failure to elect a President, Secretary or Treasurer shall not affect the existence of the Corporation.

Section 2. Election and Term of Office. The Officers of the Corporation shall be elected annually by the Board of Directors at its meeting after each annual meeting of Members. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified, or until his death, or until he/she shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any Officer may be removed from office at any time, with or without cause, on the affirmative vote of a majority of the Board of Directors whenever, in its judgment, the best interests of the Corporation will be served thereby. Removal shall be without prejudice to any contract rights of the person so removed, but election of an Officer shall not of itself create contract rights.

Section 4. Vacancies. Vacancies in offices, however occasioned, may be filled at any time by election by the Board of Directors for the unexpired terms of such offices.

Section 5. Duties. The President shall preside at all meetings of the Board of Directors and of the Members. The President shall be the chief executive officer of the Corporation. Subject to the foregoing, the Officers of the Corporation shall have such powers and duties as usually pertain to their respective offices and such additional powers and duties specifically conferred by law, by the Articles of Incorporation, by these Bylaws, or as may be assigned to them from time to time by the Board of Directors.

Section 6. Delegation of Duties. In the absence or disability of any Officer of the Corporation or for any other reason deemed sufficient by the Board of Directors, the Board may delegate his/her powers or duties to any other Officer or to any other Director.

ARTICLE 5

MEMBERSHIP CERTIFICATES

Section 1. Form and Issuance. Members of the Corporation may be issued certificates signed by the President or a Vice President, and by the Secretary or an Assistance Secretary. Each Membership certificate shall state the following: (a) the name of the Corporation; (b) that the Corporation is organized under the laws of the State of Minnesota; (c) the name of the person or persons to whom issued; and (d) the class of Membership. The Membership certificate itself shall convey no rights or privileges, and shall only be for identification.

ARTICLE 6

BOOKS, RECORDS AND REPORTS

Section 1. Report to Members. The Corporation shall present an annual report to the Members of the Corporation. Such reports shall include a balance sheet as of the close of the fiscal year of the Corporation and a revenue and disbursement statement for the year ending on such closing date. Such financial statements shall be prepared from and in accordance with the books of the Corporation, in conformity with generally accepted accounting principles applied on a consistent basis.

Section 2. Inspection of Corporate Records. Any person who is a Voting Member of the Corporation shall have the right, for any purpose and at any reasonable time, on written demand stating the purpose thereof, to examine and make copies from the relevant books and records of accounts, minutes, and records of Members of the Corporation. Upon the written request of any Voting Member, the Corporation shall mail to such Member a copy of the most recent balance sheet and revenue and disbursement statement. If such request is received by the Corporation before such financial statements are available for its last fiscal year, the Corporation shall mail such financial statements as soon as they become available. In any event, the financial statements must be mailed

within four months after the close of the last fiscal year. Additionally, balance sheets and revenue and disbursement statements shall be filed in the registered office of the Corporation, shall be kept for at least five years, and shall be subject to inspection during business hours by any Voting Member, in person or by agent.

ARTICLE 7

NONPROFIT OPERATION

The Corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Corporation will be distributed to its Members, Directors or Officers without full consideration. No Member of the Corporation has any vested right, interest or privilege in or to the assets, property, functions or activities of the Corporation. The Corporation may contract in due course with its Members, Directors and Officers without violating this provision.

Monies received from memberships, projects, gifts and memorials shall be used to further the purpose of the organization. All expenditures from these funds shall be approved by the Board of Directors. No part of the net earnings of the organization shall be to the benefit of, or be distributable to, its members, directors, officers or other private persons, excepted to pay reasonable compensation for services rendered.

The corporation shall not carry on any activities whatsoever not permitted to be carried on by a Corporation exempt from federal income taxation under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE 8

FISCAL YEAR

The fiscal year of the Corporation shall be from January 1 to December 31, unless otherwise specified by the Board of Directors.

ARTICLE 9

SEAL

There shall be no seal of the Corporation.

ARTICLE 10

INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the state corporation laws.

ARTICLE 11

AMENDMENTS

These Bylaws may be altered, amended or replaced and new Bylaws may be adopted by the Board of Directors; provided that any Bylaws or amendments thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the Members, or new Bylaws in lieu thereof may be adopted by the Members.