

BYLAWS OF
NORTHERN INLINE SKATERS

ARTICLE I

PURPOSE

This corporation's exclusive purpose shall be the promotion of physical fitness and the social welfare, through the activity of inline skating as a source of exercise, fellowship and individual and community welfare, using non-political and non-sectarian means including education, mutual support and the performance of such other charitable and educational functions necessary and appropriate within the meaning of Section 501(c) of the Internal Revenue Code of 1954.

ARTICLE II

OFFICES, CORPORATE SEAL

Section 2.01. Offices. The office of the organization in Minnesota shall be 30 Bruce Street, Duluth, Minnesota, or such other office determined by the directors.

ARTICLE III

MEETINGS OF MEMBERS

Section 3.01. Time and Place of Meeting. Regular or special meetings of the members, if any, shall be held on the date and at the time and place fixed by the Chief Executive Officer or the Board, except that a special meeting called by, or at the demand of a member or members, shall be held in the County

where the principal executive office is located.

Section 3.02. Regular Meeting. Any business appropriate for action by the members may be transacted at a regular meeting. The regular meeting in March of each year shall be the annual meeting. No meeting shall be considered the annual meeting unless specifically designated as such in the notice of meeting or unless all the corporate members are present in person or by proxy and none of them objects to such designation.

Section 3.03. Demand by Members. The members may demand a regular or special meeting pursuant to the provisions of Minnesota Statutes, Section 317A.433, Subdivision 1.

Section 3.04. Quorum; Adjourned Meetings. A majority of the members entitled to vote at a meeting constitute a quorum for the transaction of business; said members may be present at the meeting either in person or by proxy. If a quorum is present when a duly called or held meeting is convened, the members present may continue to transact business until adjournment, even though withdrawal of corporate members originally present leaves less than the proportion or number otherwise required for a quorum.

Section 3.05. Voting. There shall be no cumulative voting.

Section 3.06. Notice of Meeting. Notice of all meetings of members shall be given to every member, except where the meeting is adjourned meeting and the date, time and place of the meeting

are announced at the time of adjournment. The notice shall be given at least 5 but not more than 30 days before the date of the meeting, except that written notice of a meeting at which an agreement or merger, a sale of all or substantially all of the organizations assets, dissolution of the organization, or amendment of these Bylaws is to be considered shall be given to all members, whether entitled to vote or not, at least 14 days prior thereto. Every notice of any special meeting shall state the purpose or purposes for which the meeting has been called, and the business transacted at all special meetings shall be confined to the purpose stated in the call, unless all of the members are present in person or by proxy and none of them objects to consideration of a particular item or business.

Section 3.07. Waiver of Notice. A member may waive notice of any 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, orally or by attendance.

Section 3.08. Authorization without a Meeting. Any action required or permitted to be taken at a meeting of the members may be taken by written action signed by all of the members. The written action is effective on the date on which the last signature is placed on such writing, unless a different effective time is provided in the written action.

Section 3.09. Record Date. The Board of Directors may fix a time, not exceeding 60 days preceding the date of any meeting or members, as a record date for the determination of the members entitled to notice of and to vote at such meeting, notwithstanding any approved memberships after any record date so fixed. If the Board of Directors fails to fix a record date for the determination of the members entitled to notice of and to vote at any meeting of the members, the record date shall be five (5) days preceding the date of such meeting.

Section 3.10. Meetings shall be conducted in accordance with Robert's Rules of Order.

ARTICLE IV

DIRECTORS

Section 4.01. General Purposes and Appointment. The business and affairs of the organization shall be managed by or shall be under the direction of the Board of Directors, elected by the members.

Section 4.02. Number, Qualifications and Term of Office. The Board shall consist of natural persons. Each of the directors shall hold office for two years commencing the next meeting after appointment, until a successor is appointed and has qualified, or until resignation or removal as hereinafter provided. A board member may not serve more than two such terms, consecutively, without an interruption of such service of at

least one year.

Section 4.03. Nomination Process. Members shall be elected every two years. At least one-half of the board shall consist of persons actively engaged in the activity of inline skating.

Section 4.04. Board Meetings; Place and Notice. Meetings of the Board of Directors may be held from time to time at any place within or without the State of Minnesota that the Board of Directors may designate. Board meetings shall be held at the principal executive office of the organization except as may be otherwise unanimously agreed orally or in writing or by attendance. Any director may call a Board meeting by giving six (6) days notice to all directors of the date and time of the meeting. Notice may be given by mail, telephone, e-mail, or in person. If a meeting schedule is adopted by the Board, or if the date and time of a Board meeting has been announced at a previous meeting, no notice is required.

Section 4.05. Waiver of Notice. A director may waive notice of a meeting of the Board. A waiver of notice by a director is effective, whether given before, at or after the meeting whether given in writing, orally or by attendance.

Section 4.06. Quorum. A majority of the directors currently holding office is a quorum for the transaction of business.

Section 4.07. Action by the Board. The Board shall take

the meeting is substantially the same or has substantially the same effect as the proposal to which the director has consent or objected.

Section 4.12. Compensation. By resolution of the Board, each director may be paid his or her expenses, if any, of attendance at each Board meeting.

Section 4.13. Presumption of Assent. A director who is present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the organization immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 4.14. Indemnification. The indemnification provision of Minnesota Statute Chapter 317A, as it may from time to time be amended, shall apply to the organization to the full extent permissible.

ARTICLE V

OFFICERS

Section 5.01. Number. The officers of the organization shall be President, Treasurer and Secretary. Each officer is

lected by the Board.

Section 5.02. Election and Term of Office. The officers shall be elected by the Board at the March meeting of the Board. 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 for two years until a successor is elected and has qualified or until death, resignation or removal as provided by the Bylaws.

Section 5.03. Removal. Any officer or agent may be removed by the Board whenever in its judgment, the best interest of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 5.04. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term or such term on such conditions as shall be determined by the said Board.

Section 5.05. President. The President shall be the Chief Executive Officer, but shall be subject to the control of the Board at all times. The President shall be responsible for carrying out the directions of the Boards and, in general, shall supervise and control all the business and affairs of the

organization. When present, the President shall preside at all meetings of the members and of the Board and may sign, with the Secretary or any other proper officer of the organization thereunto authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be especially delegated by the Board or by these Bylaws to some other officer or agent of the organization, or shall be required by law to be otherwise signed or executed. The President need not sign any documents unless specifically required to do so by the Board or by law. The President shall be an ex-officio member of all committees except the nominating committee.

Section 5.06. Vice President. The Vice President or Vice Presidents shall perform such duties as may be assigned to them by the Board or delegated to them by the President. Any Vice President may sign any proper document on behalf of the organization unless the Board shall specifically provide otherwise. In the absence of the President or in the event of death, inability or refusal to act, the Vice President or in the event there be more than one Vice President, the Vice Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election, shall perform the duties of the President and when so acting,

shall have all the powers of and be subject to all of the restrictions upon the President.

Section 5.07. Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the members and of the Board in one or more books provided for that purpose; (b) give all notices in accordance with the provisions of these Bylaws or as required by law; provided, however, proper notices given by any member, director or officer shall not be ineffective because not given by the Secretary; (c) be custodian of the organization's records; (d) keep a register of the post office addresses of each member which shall be furnished to the Secretary by such member; (e) have full power to execute any and all proper documents with any other officer or along if authorized by resolution of the Board; and (f) in general, perform all duties, incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board.

Section 5.08. Treasurer. The Treasurer shall; (a) be the Chief Financial Officer of the organization; (b) have charge and custody of and be responsible for all funds and securities of the organization; (c) receive and give receipts for monies due and payable to the organization from any source whatsoever, and deposit all such monies in the name of the organization in such banks, trust companies or other depositories as shall be designated by the Board; (d) keep or be in charge of regular

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books of account; and (e) in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board shall determine. Such a bond may be required of any and all other officers or agents or other employees of the company as determined by the Board.

Section 5.09. Limitation on terms. No officer may hold the same office for more than two consecutive terms.

Section 5.10. Salaries. The officers shall not be paid a salary as is consistent with a non-profit organization.

Section 5.11. Delegation of Authority. An officer elected or appointed by the Board may delegate some or all of the duties or powers of his or her office to other persons, provided that such delegation is in writing.

ARTICLE VI

MEMBERSHIP

Section 6.01. Application. Participation in the organization shall be by membership. A person wishing to become a member of the organization shall make application to any officer of the corporation or to any other person or committee which has been delegated authority over membership.

ARTICLE VII

BOOKS AND RECORDS

Section 7.01. Records at Registered Office. The organization shall keep at its registered office, either the originals or copies of the following:

- a) Records of all proceedings of members and directors;
- b) Its Bylaws and all amendments thereto;
- c) A membership register giving names and addresses of all current and past members of the Corporation; and
- d) Reports made to members or any of them within the next preceding three years.
- e) Statistics of all events.

Section 7.02. Names and Addresses of Officers. The organization shall keep open to public inspection at its registered office a statement of the names and post office addresses of its principal officers, unless any one of such officers is present in such office during usual business hours.

Section 7.03. Books of Accounts. The organization shall keep appropriate and complete books of accounts. Every member has a right to examine in person or by agent or attorney, at any reasonable time or times for any proper purpose, and at the place or places where usually kept or such other place as a court of competent jurisdiction may order, the membership roster, book of account and records of the proceedings of the members and directors and to make extracts therefrom.

ARTICLE VIII

AMENDMENTS

These Bylaws may be amended or repealed by the affirmative vote of a majority of the directors of the organization; subject, however, to the power of the members to adopt, amend or repeal Bylaws adopted, amended or repealed by the Board. After the first meeting of the directors and the adoption of the Initial Bylaws, the Board shall not adopt, amend or repeal a bylaw fixing a quorum for meetings of members, prescribing procedures for removing directors or filling vacancies in the Board, or fixing the number of directors or their classifications, qualifications, or terms of office, but may set the number of directors within the authority set forth in those bylaws.

By Cath. Owen
Secretary