

REVISED AND RESTATED
BYLAWS
OF
MINNESOTA PATRIOT GUARD

October 3, 2015

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ARTICLE I

OFFICES; CORPORATE SEAL

Section 1.1 Registered Office. The registered office of the Corporation in the state of Minnesota shall be at the address specified in its articles of incorporation or any amendment or restatement thereof (such articles, as the same shall exist from time to time, hereinafter are called the "Articles of Incorporation") or in a certificate of change of registered office filed with the Secretary of State of Minnesota.

Section 1.2 Other Offices. The Corporation may have such other offices, within or without the state of Minnesota, as the Board of Directors may from time to time determine.

Section 1.3 Seal. The Corporation shall not have a corporate seal.

ARTICLE II

MEMBERS

Section 2.1 Classes; Number. There shall initially be two classes of members, voting and nonvoting. The voting members of the Corporation shall be its Board of Directors. All other members shall be nonvoting members. Only voting members may vote on any matters, including election of directors. The Board of Directors may, at its discretion, expand the existing membership class or create new membership classes. The Board of Directors may admit nonvoting members at its sole discretion.

Section 2.2 Term of Membership. A member shall continue as such from time to time without further action by such member or the Board of Directors.

Section 2.3 Property Rights. No member shall have any right, title, or interest in or to any of the property or assets of the Corporation.

Section 2.4 Resignation: Removal. A member may resign at any time by giving written notice to the president or the secretary of the Corporation. The resignation of a member shall take effect at the time specified therein, or if no time is specified therein, on receipt by the officer of the Corporation to whom such written notice is given; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The Board of Directors may remove any non-voting member at any time by vote of at least a majority of a quorum of directors then in office. The Board of Directors may remove any voting member by vote of at least 80% of the then outstanding directors (excluding the member to be removed).

Section 2.5 Effect of Resignation or Termination. All rights of whatever nature of a member shall cease when the member resigns.

Section 2.6 Meetings. No meetings of the members shall be required. Any action required or permitted to be taken at a duly called and held meeting of the members may be taken in writing signed by the voting members.

Section 2.7 Voting. Each voting member shall have one vote. Members may vote (a) by voice or by ballot or (b) by mail or other reasonable means.

ARTICLE III

DIRECTORS

Section 3.1 General Powers. The property, affairs, and operations of the Corporation shall be managed by the Board of Directors.

Section 3.2 Composition of Board; Qualifications; Term of Office. The Board of Directors shall consist of nine (9) directors, of which four (4) Directors shall be elected by the voting members of the Corporation, and five (5) Position Directors, selected as described in Section 3.16, *below*. Elected directors of the Corporation shall hold office for a two-year term, with two (2) Elected Directors chosen each year, to provide for staggered terms. An Elected Director can continue to be elected to subsequent terms. Position Directors shall hold office until said Director dies, resigns, or is removed, or his or her successor is duly elected and qualified.

Section 3.3 Organization. At each meeting of the Board of Directors, the president (or in his absence, the vice president) of the Corporation shall preside.

Section 3.4 Resignation. A director may resign at any time by giving written notice to the president or to the secretary of the Corporation. The resignation of a director shall take effect at the time specified therein, or if no time is specified therein, upon receipt by the officer of the Corporation to whom such written notice is given; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.5 Removal of Directors. Directors may be removed at any time with or without cause by a vote of at least 80 percent of the then outstanding directors (excluding the director to be removed). Once a director is removed, the director shall no longer be a voting member but shall become a nonvoting member, it being understood that pursuant to Section 2.1, the only voting members of the Corporation shall be its Board of Directors.

Section 3.6 Vacancies. Any vacancy in the Board of Directors caused by death, disqualification, resignation, or any other cause shall be filled, if at all, in accordance with the procedures in Section 3.2 hereof.

Section 3.7 Annual Meeting. An annual meeting of the Board of Directors may, but need not, be held. Notice of such meeting shall be given as provided in Section 3.10 hereof.

Section 3.8 Regular Meetings. Regular meetings of the Board of Directors may be held from time to time at such times and at such places within or without the State of Minnesota as the Board may determine by resolution adopted by a majority of the total number of directors. Notice of regular meetings need not be given. A meeting of the Board of Directors must be held at least once per year.

Section 3.9 Special Meetings. Special meetings of the Board of Directors may be called at any time, for any purpose, by the president of the Corporation and shall be called by the president at the written request of not less than two directors. A meeting called at the request of the directors shall be held not less than ten days nor more than 30 days after the president receives the directors' written request that it be held. Should the president fail, within five days after the date on which the director's written request is received, to call a special meeting by giving or causing to be given notice thereof, the directors requesting that the meeting be held may fix the time and place of the meeting and give notice thereof in the manner specified in Section 3.10 hereof.

Section 3.10 Notice of Meetings. Notice of every annual and every special meeting shall be mailed to each director, addressed to him or her at his or her residence or usual place of business, at least five days before the day on which the meeting is to be held, or be delivered to him or her personally or by telephone, not later than one day before the day on which the meeting is to be held, or by any other method permitted by law, including by facsimile, email, other electronic transmission, or by electronic posting. Each such notice shall state the time and place of the meeting, but need not state the purposes thereof except in the case of a special meeting and as otherwise expressly required by the laws of the State of Minnesota or these Bylaws.

Section 3.11 Place of Meetings. Subject to the right of those directors to fix the place of a special meeting called by them pursuant to Section 3.9 hereof, the Board of Directors may hold its meetings at such place or places, within or without the state of Minnesota, as it may from time to time determine.

Section 3.12 Quorum and Manner of Acting. Except as otherwise provided by the laws of the state of Minnesota or by these Bylaws, the presence of at least 80 percent (80%) of all outstanding directors shall be required to constitute a quorum for the transaction of business at any meeting of the Board of Directors. The action of a majority of the directors present and voting at any meeting at which business may be lawfully transacted as herein provided shall constitute the action of the board.

Section 3.13 Proxies. A director shall not appoint a proxy for himself or herself nor shall he or she vote by proxy.

Section 3.14 Electronic Meetings. A conference among directors, or among members of any committee designated by the Board of Directors, by any means of communication through which the participants may simultaneously hear each other during the conference constitutes a meeting of the Board if the same notice is given of the conference as would be required for a meeting and if the number of persons participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

Section 3.15 Action Without a Meeting. Any action that could be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in a writing signed by all of the directors.

Section 3.16 Position Directors. There shall be five (5) Directors selected and approved in accordance with procedures approved by the Board of Directors based on the position each such Position Director holds. The Position Directors shall include the State Captain, the Assistant State Captain, the Senior Ride Captain Representative, the Secretary, and the Treasurer. A Position Director shall be a Director as long as he or she holds the related position. A Position Director is subject to removal under such procedures as the Board of Directors may from time to time approve, or under Section 3.5.

ARTICLE I V OFFICERS

Section 4.1 Number. The officers of the Corporation shall be a president, a vice president, a secretary, a treasurer and such other officers as, from time to time, may be elected or appointed by the Board in accordance with Section 4.10 hereof. Any two or more offices may be held by the same person. The president and the vice president shall be selected from among the Directors.

Section 4.2 Election, Term of Office, and Qualifications. The officers shall be elected by the Board of Directors, and each shall hold office until the next election of officers and until his or her successor is elected and qualifies, subject to his or her earlier disqualification, resignation, or removal.

Section 4.3 Resignations. Any officer may resign at any time by giving written notice of this resignation to the Board of Directors, the president, or the secretary of the Corporation. Any such resignation shall take effect at the time specified therein, or if no time is specified therein, upon receipt thereof by the Board of Directors, president, or secretary of the Corporation; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.4 Removal. Any officer may be removed, either with or without cause, by the Board of Directors at any time.

Section 4.5 Vacancies. A vacancy in any office because of death, disqualification, resignation, removal, or any other cause shall be filled for the unexpired portion of the term in the manner prescribed in these Bylaws for election or appointment to such office.

Section 4.6 President. The president shall be the chief executive officer of the Corporation, and shall have general and active management of the business and affairs of the Corporation. When present, he or she shall preside at all meetings of the members of the Corporation and at all meetings of the Board of Directors. He or she shall see that all orders and resolutions of the Board of Directors are carried into effect. He or she may execute and deliver in the name of the Corporation (except in cases in which such execution and delivery shall be expressly delegated by the Board or these Bylaws to some other officer or agent of the Corporation or shall be required by law to be otherwise executed and delivered) any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Corporation. He or she shall perform such other duties as may from time to time be prescribed by the Board of Directors, and, in general, shall perform all duties usually incident to the office of president.

Section 4.7 Vice President. The vice president shall be elected by the Board of Directors, and shall have such powers and shall perform such duties as may be specified in these Bylaws or prescribed by the Board or by the president. In the event of the absence or disability of the president, the vice president shall succeed to his powers and duties in the order designated by the Board of Directors.

Section 4.8 Secretary. The secretary shall be secretary of, and when present, shall record proceedings of all meetings of the members of the Corporation and the Board of Directors. He or she shall keep a register of the names and addresses of all members and directors of the Corporation and shall at all times keep on file a complete copy of the Articles of Incorporation and all amendments thereto and restatements thereof and a complete copy of these Bylaws and all amendments hereto and restatements hereof. He or she shall give, when directed to do so, proper notice of meetings of the members, the Board of Directors. He or she shall perform such other duties as may from time to time be prescribed the Board or by the president and, in general, shall perform all duties incident to the office of secretary.

Section 4.9 Treasurer. The treasurer shall keep accurate accounts of all monies of the Corporation received or disbursed. He or she shall deposit all monies, drafts, and checks in the name of, and to the credit of, the Corporation in such banks and depositories as the Board of Directors shall from time to time designate, within 7 days or less. He or she shall provide a list of all monies donated to the Secretary on a monthly basis in order to send out donation thank-you letters. He or she shall have power to endorse for deposit all notes, checks, and drafts received by the Corporation. He or she shall disburse the funds of the Corporation as ordered by the Board of Directors, making proper vouchers therefor. He or she shall render to the Executive Board, bank statements and financials on a quarterly basis, and to the President and the Board of Directors, at least annually or whenever required, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation. He or she shall perform such other duties as may from time to time be prescribed by the Board of Directors or the president and, in general, shall perform all duties incident to the office of treasurer.

Section 4.10 Other Officers, Agents and Employees. The Corporation may have such other officers and agents as may be deemed necessary by the Board of Directors, who shall be elected or appointed in such manner, have such duties, and hold their offices for such terms as may be determined by the Board.

Section 4.11 Bond. The Board of Directors shall from time to time determine which, if any, officers of the Corporation shall be bonded and the amount of each bond, the expense of which shall be borne by the Corporation.

ARTICLE V

WAIVERS OF NOTICE

Section 5.1 Waiver of Notice. Whenever any notice whatsoever is required to be given by the Articles of Incorporation, these Bylaws, or the laws of the state of Minnesota, such notice may be waived in writing, signed by the person or persons entitled to such notice, whether before, at, or after the time stated therein or before, at, or after any meeting referred to therein.

Section 5.2 Deemed Waiver. Appearance at any meeting by any person otherwise entitled to notice thereof shall be deemed a waiver of notice unless such appearance is solely for the purpose of asserting the illegality of the meeting.

ARTICLE IV

RECORDS; FINANCIAL MATTERS

Section 6.1 Books and Records. The Board of Directors shall cause to be kept:

(a) records of all proceedings of the members, the Board of Directors, and any committees appointed by the Board; and

(b) such other records and books of account as shall be necessary and appropriate to the conduct of the business of the Corporation.

Section 6.2 Documents Kept at Principal Office. The Board of Directors shall cause to be kept at the principal office of the Corporation originals or copies of:

(a) records of all proceedings of the members, the Board of Directors and any committees appointed by the Board;

(b) all financial statements of the Corporation; and

(c) the Articles of Incorporation and Bylaws of the Corporation and all amendments thereto and restatements thereof.

Section 6.3 Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Directors.

Section 6.4 Checks, Drafts, and Other Matters. All checks, drafts, or other orders for the payment of money and all notes, bonds, or other evidences of indebtedness issued in the name of the Corporation shall be signed by both the president and treasurer of the Corporation or in such manner as may from time to time be determined by resolution of the Board of Directors.

ARTICLE VII

INDEMNIFICATION

Section 7.1 In General. Subject to Section 7.2 hereof, the Corporation shall indemnify each person who is or was a director, officer, or employee of the Corporation, as well as each person who is or was serving the Corporation as an appointed representative to some other corporation or legal entity, for actions taken and decisions made by such persons on behalf of this Corporation, to the full extent required or permitted by the laws of the state of Minnesota.

Section 7. Limitation on Indemnification. Indemnification pursuant to Section 7.1 hereof shall be for the sole and exclusive benefit of the persons expressly identified therein, and no other person, corporation, or legal entity of whatever nature shall have any rights thereunder by way of voluntary or involuntary assignment, subrogation, or otherwise.

Section 7.3 Insurance. The Corporation may provide, maintain, and pay for insurance on behalf of any person indemnified pursuant to Section 7.1 hereof.

CERTIFICATE OF SECRETARY

The undersigned **DOES HEREBY CERTIFY** that:

1. I am the duly elected and acting secretary of Minnesota Patriot Guard, a Minnesota nonprofit corporation; and
2. The foregoing Bylaws, consisting of eight (8) pages, constitute the Amended and Restated Bylaws of the corporation as duly adopted by written action of the Directors, effective as of October 3, 2015.

IN WITNESS WHEREOF, I have hereunto subscribed my name as of the 3rd day of October, 2015.

_____/S/_____
Richard L. Kelso
Secretary, Minnesota Patriot Guard