

BYLAWS OF ST. PAULI CEMETERY ASSOCIATION

ARTICLE I. OFFICES

SECTION 1. PRINCIPAL OFFICE.

The principal office of the corporation shall be located at 11015 170th Avenue NE, in the City of Thief River Falls, County of Pennington and State of Minnesota.

SECTION 2. REGISTERED OFFICE.

The registered office of the corporation may be the same as the principal office of the corporation, but in any event must be located in the State of Minnesota, and be the business office of the registered agent, as required by the Minnesota Nonprofit Corporation Act.

SECTION 3. OTHER BUSINESS OFFICES.

The corporation may have business offices at such other places, either within or without the State of Minnesota, as the board of directors may designate or as the business of the corporation may require from time to time.

ARTICLE II. PURPOSES

The purposes of the corporation are exclusively charitable and educational consistent with organizations qualifying for exemption under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding section of any future federal tax code.

To obtain, hold, and manage real property and personal property necessary for the establishment, growth, care, and management of a cemetery, together with anything that is necessary or incidental for burial purposes.

ARTICLE III. MEMBERSHIP

There shall be no memberships within the corporation.

ARTICLE IV. BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS.

The management and control of the business of the corporation shall be vested in the board of directors, which shall have charge, control, and management of the property, affairs, and funds of the corporation; and shall have the power and authority to do and perform all acts and functions not inconsistent with these bylaws or law.

SECTION 2. MEMBERSHIP.

The board of directors shall consist of not fewer than three persons and not more than seven persons elected by the board of directors.

SECTION 3. QUALIFICATIONS.

Persons serving on the board of directors must be individuals.

SECTION 4. TENURE.

Elected directors shall serve terms of three years, with approximately one-third of the terms expiring in any given year. Elected directors may serve two full consecutive terms (six years), and then must wait an additional year before being eligible for re-election to the board.

SECTION 5. RESIGNATION.

Any director may resign at any time by giving written notice to the president, secretary, or executive director. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt, or at any later time specified in it.

SECTION 6. VACANCIES.

Vacancies on the board of directors shall be filled by appointment by a majority of the remaining directors. Directors so appointed shall hold office until the next annual meeting of the directors, at which time a successor shall be elected and shall hold office for the remainder of the term of the director by whom the vacancy was created.

SECTION 7. COMPENSATION.

The board of directors may establish or adjust the amount and manner of payment of a stipend to individual directors for their services by resolution at any annual or special meeting called for that purpose. The board of directors shall be entitled to reimbursement of expenses incurred on behalf of the corporation, after approval by the board of directors.

SECTION 8. STANDARD OF CONDUCT.

A. STANDARD, LIABILITY.

A director shall discharge the duties of the position of director in good faith, in a manner the director reasonably believes to be in the best interests of the corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. A person who so performs those duties is not liable by reason of being or having been a director of the corporation.

B. RELIANCE.

- a) A director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:
 1. One or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented;
 2. Counsel, public accountants, or other persons as to matters that the director reasonably believes are within the person's professional or expert competence; or
 3. A committee of the board of directors upon which the director does not serve, duly established, as to matters within its designated authority, if the director reasonably believes the committee to merit confidence.
 - b) Paragraph (a) does not apply to a director who has actual knowledge concerning the matter in question that makes the reliance otherwise permitted by paragraph (a) unwarranted.
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C. PRESUMPTION OF ASSENT, DISSENT.

A director who is present at a meeting of the board of directors when an action is approved by the board of directors is presumed to have assented to the action approved, unless the director:

1. Objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting, in which case the director is not considered to be present at the meeting for purposes of this Section;
2. Votes against the action at the meeting; or
3. Is prohibited by conflict of interest from voting on the action and does not participate or vote.

ARTICLE V. DIRECTORS MEETINGS

SECTION 1. ANNUAL MEETING.

The board of directors may hold an annual meeting on the first Thursday in January of each year at 7:00 P.M., or at such time as established by the board of directors from time to time, and at such place as may be designated by the board of directors.

SECTION 2. SPECIAL MEETINGS.

Special meetings of the board of directors may be called by the president, by the secretary, or by the president upon written request of three of the directors.

The board of directors may establish regular meeting dates by resolution and no notice, except for the passage of that resolution, shall be required for said regular meetings.

SECTION 3. NOTICE OF MEETINGS.

A. MEETINGS.

Except as provided in this Article, the secretary shall mail notice of all meetings to the directors. The notice shall be mailed at least three days, exclusive of the day of mailing, before the day of the meeting. The notice shall state the date, hour, and place of the meeting and general nature of the business to be transacted.

B. MAILING.

Every notice shall be deemed duly served when the same has been deposited in the United States mail, with postage fully prepaid, addressed to the director at the director's address as it appears on the books of the corporation.

C. WAIVER.

Attendance of a director at any meeting shall constitute a waiver of such notice, except when attendance is for the express purpose of objecting to the transaction of any business, at the commencement of the meeting, because the meeting was not legally called or convened.

A director may waive notice of a meeting of the board of directors by a written waiver signed at any time by the director.

SECTION 4. QUORUM.

A quorum for the transaction of business at a meeting of the board of directors shall consist of not less than a majority of all directors. If less than a majority of all directors are represented at a meeting, a majority of the directors so represented may adjourn the meeting from time to time without further notice.

At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. The directors present at a duly called meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum.

SECTION 5. MANNER OF ACTING.

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors unless otherwise required by these bylaws or law.

SECTION 6. ELECTRONIC COMMUNICATIONS.

- A. A conference among directors by any means of communication through which the directors may simultaneously hear each other during the conference constitutes a board meeting, if the same notice is given of the conference as would be required by Section 3. for the meeting, and if the number of directors 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.

A director may participate in a board meeting not described in the above paragraph by any means of communication through which the director, other directors so participating, and all directors physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

SECTION 7. ACTION WITHOUT MEETING.

An action required or permitted to be taken at a board meeting may be taken by written action signed by all of the directors. The written action is effective when signed by all of the directors, unless a different effective time is provided in the written action.

SECTION 8. ABSENT DIRECTORS.

A director may give advance written consent or opposition to a proposal to be acted on at a board meeting. If a director is not present at the meeting, consent or opposition to a proposal does not constitute presence for purposes of determining the existence of a quorum, consent or opposition shall be counted as a vote in favor of or against the proposal and shall be entered in the minutes of action at the meeting, if the proposal acted on at the meeting is substantially the same or has substantially the same effect as a proposal to which the director has consented or objected.

SECTION 9. PROXY.

Voting by proxy shall not be permitted.

SECTION 10. ORDER OF BUSINESS.

The board of directors may from time to time determine the order of business at their meetings. The usual order of business at such meetings shall be as follows:

1. Call to order by the president;
2. Establish quorum through roll call, with quorum established the meeting shall proceed with its business;
3. Presentation of minutes of previous meeting for their consideration and approval;
4. Report of officers;
5. Report of committees;
6. Consideration of communications;
7. Unfinished business;
8. New business; and
9. Motion to adjourn.

ARTICLE VI. OFFICERS OF THE CORPORATION

SECTION 1. ELECTION.

The board of directors shall elect at the annual meeting of the board of directors, a president, a vice president, a secretary, and a treasurer, and such other officers as the board of directors may authorize.

SECTION 2. TERM.

The elected officers shall hold office for a period of one year or until their successors shall have been duly elected and qualified.

SECTION 3. RESIGNATION.

Any officer may resign at any time by giving a written notice to the president or secretary. Such resignation, which may or may not be made contingent upon formal acceptance, shall take effect on the date of receipt, or at any later time specified in it.

SECTION 4. VACANCY.

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

SECTION 5. PRESIDENT.

The president shall:

1. Have general active management of the business of the corporation;
2. When present, preside at meetings of the board of directors and executive committee;
3. See that orders and resolutions of the board of directors are carried into effect;
4. Sign and deliver in the name of the corporation deeds and mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the bylaws to another officer or agent of the corporation;
5. Maintain records of and, when necessary, certify proceedings of the board of directors; and
6. Perform such other duties as prescribed by the board of directors.

SECTION 6. VICE PRESIDENT.

The vice president shall act as president in the absence of the president and, when so acting, shall have the power and authority of the president.

SECTION 7. SECRETARY.

The secretary shall:

1. Prepare or cause to be prepared an accurate record of all meetings of the board of directors;
2. Shall send or cause to be sent appropriate notices of all meetings of the board of directors;
3. Prepare or cause to be prepared agendas for all meetings and of the board of directors which shall be sent with the above notices;
4. Act as custodian or cause another to act as custodian of all records and reports of the corporation and of the board of directors;
5. If necessary, join with the president or vice president in the execution of all documents requiring board of director's action;
6. Act as the secretary of the board of directors, the board of directors may select a recording secretary for recording the proceedings of the board of directors; and
7. Perform such other duties as prescribed by the board of directors or by the president.

SECTION 8. TREASURER.

The treasurer shall:

1. Keep accurate financial records of 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 of directors;
3. Endorse for deposit notes, checks, and drafts received by the corporation as ordered by the board of directors, 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 of directors;

5. Upon request, provide the president and the board of directors an account of transactions by the treasurer and of the financial condition of the corporation; and
6. Perform such other duties as prescribed by the board of directors or by the president.

SECTION 9. OTHER OFFICERS.

The board of directors may appoint such other officers and agents as it shall deem necessary, from time to time, who shall hold their respective offices and positions for such terms and shall exercise such powers and perform such duties as shall be determined by the board of directors.

SECTION 10. DELEGATION.

Unless prohibited by the bylaws or by a resolution adopted by the board of directors, an officer may, with approval of the board of directors, delegate some or all of the duties and powers of an office to other persons.

An officer who delegates the duties or powers of an office remains subject to the standard of conduct for an officer with respect to the discharge of the delegated duties and powers.

SECTION 11. INDEBTEDNESS.

The officers of the corporation shall not execute any evidence of indebtedness on behalf of the corporation without first securing the written resolution of a majority of all members of the board of directors of said corporation.

SECTION 12. STANDARD OF CONDUCT.

An officer shall discharge the duties of an office in good faith, in a manner the officer reasonably believes to be in the best interest of the corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

A person exercising the principal functions of an office or to whom some or all of the duties and powers of an office are delegated is considered an officer for the purposes of this Section.

ARTICLE VII. COMMITTEES AND THEIR DUTIES

SECTION 1. SPECIAL COMMITTEES.

The president shall have authority to create committees and appoint their members and their chairperson, subject to approval by the board of directors.

SECTION 2. OPTIONAL COMMITTEES.

A. EXECUTIVE COMMITTEE.

The Executive Committee of the board of directors shall consist of the following:

1. The president who shall be the chairperson of the executive committee;
2. The vice president;
3. The secretary; and
4. The treasurer.

A quorum for the transaction of business at a meeting of the executive committee shall consist of no fewer than three members of the executive committee.

The executive committee shall meet at the call of the president and minutes shall be kept by the recording secretary of the committee and shall be transmitted to the secretary for filing. All action taken shall be reported to the next meeting of the board of directors. No revision or alteration by the board of directors of action taken by the executive committee shall affect the rights of third parties.

The executive committee shall have and may exercise all powers and authority of the board of directors when said board is not in session, subject only to such restrictions or limitations as the board of directors may from time to time specify, provided, that the executive committee shall not have any authority to alter, amend, or repeal the articles of incorporation, bylaws, or to appoint directors.

B. NOMINATING COMMITTEE.

The president shall name a nominating committee consisting of up to three directors at each annual meeting of the board of directors. The immediate past president shall chair the nominating committee. The nominating committee shall thereafter submit names for election and/or re-election to the board of directors. Additional names may also be placed in nomination from the floor at the time of the annual meeting.

SECTION 3. DUTIES.

It shall be the function of committees to make studies and to make recommendations to the board of directors and in carrying out such further activities as may be delegated by the president, by the board of directors, or by these bylaws.

SECTION 4. QUORUM.

A majority of the committee shall constitute a quorum, unless otherwise stated herein. A majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 5. RESIGNATION.

Any member of any committee may resign at any time by giving notice to the president, secretary, or executive director. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or any later time specified in it.

SECTION 6. VACANCY.

A vacancy in a committee shall be filled for the unexpired portion of the term in the same manner in which original appointment to such a committee is made.

ARTICLE VIII. REMOVAL OF DIRECTORS, OFFICERS AND COMMITTEE MEMBERS

SECTION 1. DIRECTORS.

Any director may be removed at any time for cause by the board of directors adopted by the affirmative vote of a majority of the directors cast at any annual meeting or at any special meeting called for that purpose; and 15 days' written notice of the proposed removal specifying the grounds therefore shall have been given to the person proposed to be removed and to each director; and the person proposed for removal shall be given a formal hearing before the board of directors if a request, in writing therefore, is made within ten days of receipt of the notice.

SECTION 2. ELECTED OFFICERS AND COMMITTEE MEMBERS.

Any elected officer or any member of a committee may be removed from such position at any time, with or without cause, by the board of directors adopted by the affirmative vote of a majority of the directors cast at any annual meeting or at any special meeting called for that purpose.

SECTION 3. SUMMARY SUSPENSION.

The board of directors may, in their sole discretion, immediately suspend any director until the procedures specified in Article VIII, Section 1. have been concluded.

ARTICLE IX. BORROWING, DEPOSITORIES AND FISCAL YEAR

SECTION 1. BORROWING.

No officer, agent, or employee shall have power or authority to borrow money on behalf of the corporation, to pledge its credit, or to mortgage, pledge, or lease its real or personal property except as may be specifically delegated by the board of directors, or as provided in these bylaws.

SECTION 2. DEPOSITORY.

All funds shall be deposited from time to time to the credit of and under the control of the corporation in such banks or other depositories as selected by the board of directors within policy guidelines established by the board of directors. All such funds shall be withdrawn only upon checks signed by one or more officers or employees as the board of directors shall from time to time determine with reference to policy guidelines established by the board of directors.

SECTION 3. FISCAL YEAR.

The fiscal year of the corporation shall end December 31st of each year.

ARTICLE X. MISCELLANEOUS

SECTION 1. INSPECTION OF BOOKS.

The board of directors shall be permitted to inspect the books and records of the corporation at all reasonable times upon reasonable request.

SECTION 2. DIRECTOR'S ANNUAL STATEMENT.

The board of directors shall, at each annual meeting, and when called for, be presented with full and clear statement of the business and condition of the corporation.

ARTICLE XI. SEAL

The corporation shall not have a "corporate seal".

ARTICLE XII. RULES OF ORDER

"Rules of Order" by Robert, as revised from time to time, shall be applied to and shall govern parliamentary procedures at any meeting of the board of directors and committees.

ARTICLE XIII. AMENDMENTS

These bylaws may be amended, altered, or repealed pursuant to M.S.A. 317A.181, and any amendments or substitutions thereof.

ARTICLE XIV. INDEMNIFICATION

The corporation hereby adopts the provisions of M.S.A. 317A.521 and any additions or amendments thereto, for the benefit of the persons named therein. The corporation shall indemnify each person referred to in said statute, and to the full extent that the corporation has power to furnish such indemnification under such statute, provided the corporation has obtained such determinations, if any, as may be required by said statute that such indemnification is proper.

THIS IS TO CERTIFY THAT these restated bylaws have been approved by the board of directors of this corporation this 8th day of February, 2009.


Secretary