

Bylaws of The Twin Cities Men's Center

As Amended January 10, 2009

ARTICLE ONE OFFICES

The principal offices of the Corporation shall be located at 3249 Hennepin Avenue South, Suite # 55, City of Minneapolis, Minnesota 55408, County of Hennepin, State of Minnesota, telephone (612) 822-5892, or such other offices as the Board of Directors may determine from time to time.

ARTICLE TWO MEMBERSHIP

Section 1. Qualifications: Any person aged 18 years or older shall be eligible for membership in the Corporation. An applicant shall be admitted on the acceptance of his/her application by the Board of Directors and on payment of his/her dues.

Section 2. Renewal: Membership shall be on an annual basis and is renewable in the calendar quarter in which the member joined by payment of such dues as are established by the Board of Directors.

Section 3. Powers and Rights of Members: Members of the Corporation shall have the following power:

1. To elect the Directors of the Corporation at the annual meeting of members; and,
2. To remove from office any Director for good and sufficient cause, at a regular or special meeting; and,
3. To hear, consider, and approve or disapprove reports of the Board of Directors; and,
4. To modify, suspend, or veto any decision of the Board of Directors; and,
5. To hear and act as final arbiter in any dispute between or concerning the Directors or individual members; and
6. To amend these By-laws by a simple majority vote of the members present at a meeting present at a meeting held for that purpose provided that a quorum, as defined in Article Three of these Bylaws, is present at such meeting.

Members may adopt resolutions for the guidance and directions of the Corporation at any annual or regular meeting, and such resolutions shall be binding on the Board of Directors and shall continue in effect until the next annual meeting of members.

Each member shall have the right at reasonable times to inspect the books of accounting and membership records of the corporation on written request to the Chair.

Section 4. *Termination of Membership:* Membership in the Corporation shall be terminated by any one of the following:

1. Written resignation of the member submitted to the Chair of the Board of Directors;
or,
2. The death of a member; or,
3. Non-payment of dues; or,
4. Expulsion.

A member may be expelled for cause, including conduct prejudicial to the best interests of the corporation, by majority vote entitled to a hearing before the Board of Directors.

ARTICLE THREE MEETINGS OF THE MEMBERSHIP

Section 1. *Annual Meetings:* An annual meeting of the members shall be held on the second Saturday of each January at a place and time to be determined by the Board of Directors, or at such other date as the Board of Directors may determine from time to time. Any business of the Corporation may be transacted at the annual meeting without being specifically designated in the notice.

Section 2. *Regular Meetings:* Annulled.

Section 3. *Special Meetings:* Special meetings of the membership shall be held on the call of the Executive Committee, or the Board of Directors, or upon written request of ten percent^o (10%) of the active members to the Chair of the Board of Directors. The special meeting will be conducted within thirty (30) days of the call. The matters to be set forth and voted upon at the special meeting shall be set forth in the call of the meeting, and no other matters shall be considered.

Section 4. *Notice of Meetings:* A written notice of all meetings shall be given to all members no later than ten (10) days prior to the meeting. Notwithstanding the failure by the Board of Directors to provide proper notice, a meeting shall be valid, provided that a quorum is present at the meeting.

Section 5. *Quorum:* Ten percent (10%) of the members, including those present through written proxy as set forth in Section 7, shall constitute a quorum at any meeting. If a quorum has been present at a meeting and members have withdrawn from the meeting so that less than a quorum remains, the members still present may continue to transact business until adjournment. If a quorum is not present at a meeting of the members, the meeting may be adjourned and reconvened at a time and place to be determined by the Board of Directors after notice is provided to the members. If a quorum is not convened at the second meeting, a majority of the members present, including those present through written proxy, shall be entitled to transact business.

Section 6. *Conduct of Meeting:* The Chair of the Board of Directors shall preside over the meetings of the membership and shall establish an agenda, which is subject to the approval of all members present.

Section 7. *Voting:* At the meetings of the membership, each member entitled to vote shall be entitled to one vote on any question, issue, or election before the membership. A simple majority is required to pass any resolution or to elect any Director. A simple majority of those members present is required to amend the Articles of Incorporation or the Bylaws. All members who do not vote by mail or in person consent to the appointment of the Chair and the Vice Chair the power to vote on their behalf on all matters that come before the meeting.

Proxies Authorized: If a member cannot attend an annual or special meeting of the membership, he/she may vote by mail by executing a form designated by the Board for such purpose and made available no later than ten (10) days prior to the meeting. A vote cast by mail for a special meeting may be revoked by the member through personal attendance at the special meeting.

ARTICLE FOUR BOARD OF DIRECTORS

Section 1. *Qualifications:* With the exception of employees of the corporation, any member of the corporation who supports the goals of the corporation shall be eligible to be elected to the Board of Directors.

Section 2. *Number of Directors and Composition of the Board of Directors:* The Corporation shall have eight (8) Directors, who shall elect from their number a Chair, Vice-Chair, Secretary, and Chief Financial Officer. The Executive Director of the Corporation shall be an ex-officio member of the Board of Directors but shall not be entitled to vote.

Section 3. *Terms:* Directors of the Corporation - Board Members shall be elected for two-year (2-year) terms. To provide continuity and experience, four (4) directors shall be elected each year.

Section 4. *Nominations of Directors:* No later than one (1) month prior to each annual meeting of the members, the Board of Directors may appoint a nominating committee of three (3) members. Such committee may consider all available candidates for the directorships, and shall submit a slate of candidates at the meeting.

At the annual meeting of members, nominations may be made by members from the floor.

Section 5. *Majority Vote:* Election of Directors shall take place at the annual meeting of members and shall be by ballots cast by members entitled to vote. A majority of votes cast shall be necessary to elect. In the event that multiple ballots are to be cast, each successive ballot shall eliminate the nominee with the least number of votes. There shall be no cumulative voting.

Section 6. *Resignations:* Any Director may resign his/her office at any time. Such resignations shall be in writing to the Chair and shall take effect at such time as is specified in the instrument. If a Director incurs unexcused absences from three (3) consecutive meetings of the Board of Directors, the Board of Directors may in its discretion declare the office of such Director vacant as though by resignation.

Section 7. *Removal:* Any Director may be removed from the Board of Directors by majority vote of the members at any regular or special meeting at which 10 days notice of the proposed removal shall have been given to the members. Such removal may be accomplished with or without cause, but the Director involved shall be given the opportunity to be present and to be heard at the meeting at which his/her removal is considered.

Section 8. *Filling Vacancies:* If a directorship becomes vacant because of the Director's death or resignation or through other cause, the Directors then remaining may fill such vacancy by majority vote. The Director so selected shall serve until the next meeting of the members, at which time a Director shall be elected to complete the unexpired term. In the event of removal of a Director by the members, the members may immediately elect a Director to complete the unexpired term.

Section 9. *General Powers and Duties:* All lawful powers of the Corporation shall be vested in and exercised by or under the authority of the Board of Directors, and the business of the Corporation shall be conducted by such Board. The responsibilities of the Board of Directors shall include fiscal management, organization and control of program activities, hiring and firing of major staff, interpretation and clarification of the policies and purposes of the Corporation, and otherwise conducting the business of the Corporation between meetings.

Section 10. *Delegation of Authority:* The Board of Directors may delegate, to the extent that it considers necessary, any portion of its authority to manage, control, and conduct current business of the Corporation, to any standing or special committee, or to any officer or agent. Notwithstanding any delegation of authority, the Board shall exercise general supervision over the officers and agents of the Corporation and shall be responsible to the members for the proper performance of their respective duties.

Section 11. *Executive Committee:* The Board of Directors may, in its discretion, by resolution adopted by a majority of the Board of Directors, constitute a general Executive Committee for the Board, and specify its authority and responsibility. Such Committee shall be composed of the Chair, Vice Chair, Secretary, and Chief Financial Officer. The Executive Committee shall have such powers and shall perform such duties as the Board may delegate to it in writing from time to time, including the immediate oversight and management of the business affairs of the Corporation.

Amended The Executive Committee may be abolished at any time by a majority vote of the Board of Directors, and during the course of its existence its authority and duties may be changed by the Board of Directors as it may deem appropriate.

Section 12. *Other Committees:* The Board of Directors may, at its discretion, constitute and appoint special committees, in addition to the Executive Committee, to assist in the supervision, management, and control of the affairs of the Corporation, with responsibilities and powers appropriate to the nature of the several committees and as provided by the Board of Directors in the resolution of appointment or in subsequent resolutions and directives. Such committees may include the following: membership committee, public relations committee, and program committee. Each committee so constituted and appointed by the Board shall serve at the pleasure of the Board and the members thereof shall include a member of the Board of Directors, and such further persons as the Chair may designate.

Amended In addition to such obligations and functions as may be expressly provided for by the Board of Directors, each committee so constituted and appointed by the Board shall, from time to time, report to and advise the Board on corporate affairs within its particular area of responsibility and interest.

Section 13. Meetings of the Board of Directors: The Board of Directors shall hold meetings on the second Monday of each month at the principal office of the Corporation, unless the Directors unanimously agree on the alternate date and place. At such regular meetings the Board shall transact business properly brought before it.

Section 14. Quorum: A majority of the Directors currently holding directorships shall constitute a quorum at a regular or special meeting.

Section 15. Majority: A simple majority vote shall be required to pass any resolution or to approve any business before the Board of Directors.

Section 16. Special Meetings: Special meetings of the Board of Directors may be held from time to time. A special meeting may be called by the Chair and shall be held at the principal office of the Corporation or such place as shall be agreed upon by the Directors.

Section 17. Notice of Meeting: Notice of the regular meetings need not be given. Notice of a special meeting shall be given in writing at least three (3) working days before the date of the meeting and shall specify the date and the hour of the meeting and the business to be brought before the meeting. No other business other than so specified shall be transacted at any special meeting except by unanimous consent of all the Directors.

Whenever a meeting of the Board of Directors shall be held for which a notice is required, all the transactions of the meeting shall be ratified and become fully effective notwithstanding any defect in the notice of the meeting, provided that a quorum of the Directors is present at the meeting, and that each Director not present at the meeting consents to the holding of such meeting in advance of the meeting, or, following the meeting, signs a written approval of the minutes of the meeting and the transactions therein referred to.

Section 18. Conduct of Proceedings: The Chair, or in his/her absence the Vice Chair, shall preside at Board meetings. The Chair may, in his/her discretion, appoint other members of the Board to preside over particular meetings.

The order of business at any meeting of the Board of Directors shall include the following:

1. Determination of members present and existence of a quorum;
2. Reading and disposal of prior unapproved minutes of the Board;
3. Reports of officers and committees;
4. Unfinished business;
5. New business; and
6. Adjournment.

ARTICLE FIVE EXECUTIVE DIRECTOR

The Executive Director shall serve at the pleasure of the Board of Directors for such compensation as the Board may determine. He/She shall have general direction of the operations of the Corporation and shall be its official representative. He/She shall compile and submit to the Board of Directors such reports, analyses, statistics, plans, and other information as may be required from him/her from time to time. He/She shall be an ex-officio member of all committees.

ARTICLE SIX CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. *Contracts:* The Board of Directors may authorize any officer or agent of the Corporation to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation; such authority may be general or confined to specific instances.

Section 2. *Checks, Drafts, Etc.:* All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer(s) or agent(s) of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. *Deposits:* All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE SEVEN MISCELLANEOUS

Section 1. *Books and Records:* The Corporation shall keep correct and complete books and records of accounts and minutes of the proceedings of its Board of Directors and shall keep at the registered or principal office a record giving the name and address of all Directors and Officers of the Corporation.

Section 2. *Fiscal Year:* The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each year.

ARTICLE EIGHT AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS

Any Article of Incorporation or Bylaw may be amended, rescinded, repealed, or altered, or additional Articles or Bylaws may be adopted, by affirmative vote of a simple majority of the members of the Corporation present at any annual meeting, including those present through proxy, or, at any special meeting, provided that complete and accurate details as to the proposed changes are set forth in the call and notice of such meeting and provided that quorum requirements are met as set forth in Article Three of these Bylaws.