

BYLAWS OF KRABBE CONNECT

This instrument constitutes the Bylaws of Krabbe Connect, a Minnesota nonprofit corporation, adopted for the purpose of regulating and managing the internal affairs of this corporation.

ARTICLE I **CORPORATE SEAL**

This corporation shall not have a seal.

ARTICLE II **MEMBERS**

This corporation shall have no members. Any action or approval of the members or shareholders of a corporation which would otherwise be required by the terms of any agreement to which this corporation is a party, or by which this corporation is bound, or by the provisions of any law, rule or regulation to which this corporation is subject, requires only action or approval of the Board.

ARTICLE III **BOARD OF DIRECTORS**

Section 3.1. Management. The business and charitable affairs of this corporation shall be managed by or under the direction of a Board of Directors. The Board of Directors shall have primary responsibility for overseeing the activities of this corporation; engaging in long-range planning for this corporation; ensuring the mission of this corporation; and approving the annual budget for this corporation.

Section 3.2. Number. The Board of Directors shall consist of not more than fourteen (14) individuals elected by the Board of Directors.

Section 3.3. Terms of Directors. Directors shall serve for a term of two (2) years each, and shall be so elected by voting Directors such that approximately one-half (1/2) of the directors are elected each year. Director may not serve more than five (5) terms.

3.3.1. Election of Directors. The election of Directors shall regularly occur during the Annual General Meeting. Notice of Directorship and Officer

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Openings and requests for nominations shall occur not less than 30 days in advance of the Annual General Meeting or special meeting at which elections shall occur. Newly elected directors take office at the end of the meeting at which they are voted into office.

3.3.2. Director Candidate Eligibility. Candidates for Directorships who are eligible to run include: New candidates who have been and accepted nomination; Existing Directors of less than five (5) terms who will have assumed the current term of more than one (1) year but less than (2) years previously; Officers as designated in Section 4.2.

Section 3.4. Resignation of Directors. A director may resign at any time by giving written notice to one of the Co-Chairs. The resignation is effective without acceptance when the notice is given to a Co-Chair, unless a later effective time is specified in the notice.

Section 3.5. Removal of Directors. A director may be removed from office, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting; provided that not less than seven (7) days and not more than thirty (30) days' notice of such meeting stating that removal of such director is to be on the agenda for such meeting shall be given to each director.

Section 3.6. Filling Vacancies. In the event of the death, removal or resignation of a director, a successor to fill the unexpired term shall be elected by the affirmative vote of a majority of the directors present at a duly held meeting. The newly elected Director shall assume a term that will end on the date of the second Annual General Meeting following the meeting at which elected.

Section 3.7. Regular Meetings/Annual Meeting. The Board of Directors shall have regular meetings at such places and times as it shall establish by resolution. The last regular meeting each year will be deemed to be the Annual General Meeting of the Board of Directors.

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Section 3.8. Special Meetings. Special meetings of the Board of Directors may be called at any time upon request of a Co-Chair, the President or any two (2) directors, provided that any such request shall specify the purpose or purposes for the meeting.

Section 3.9. Place of Meetings. The Board of Directors and any committee thereof, may hold its meetings at such places, whether in this state or in any other state, as a majority of the directors then in office may from time to time appoint. Upon failure to appoint any other place, such meetings shall be held at the principal offices of this corporation.

Section 3.10. Quorum. At all meetings of the Board of Directors forty percent (40%) of the directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business.

Section 3.11. Number Required for Action by Directors. Except where otherwise required by law, the Articles or these Bylaws, the affirmative vote of a majority of the directors present at a duly held meeting shall be sufficient for any action.

Section 3.12. Written Action. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed, or consented to by authenticated electronic communication, by the number of directors required to take the same action at a meeting of the Board of Directors at which all directors were present. The written action is effective when signed by the required number of directors, unless a different effective date is provided in the written action. When written action is taken by less than all of the directors, all directors shall be notified immediately of its text and effective date, except that failure to provide such notice does not invalidate the written action.

Section 3.13. Action by Electronic Communication.

3.13.1 Any meeting among directors may be conducted solely by one or more means of remote communication through which all of the directors may participate in the meeting, if the same notice is given of the meeting required by Section 3.14, and if the number of directors participating in

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the meeting is sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence at the meeting.

3.13.2 A director may participate in a Board or committee meeting by means of conference telephone or, if authorized by the Board, by such other means of remote communication, in each case through which that person, other persons so participating, and all persons physically present at the meeting may participate with each other during the meeting. Participation in a meeting by that means constitutes presence at the meeting.

Section 3.14. Notice. Notice of any meeting of the Board of Directors shall be given at least five (5) days prior to the date of the meeting by written notice emailed to each director at his or her designated address. Notice may also be given by a form of electronic communication consented to by the director to whom the notice is given. Consent by a director to notice given by electronic communication may be given in writing or by authenticated electronic communication. This corporation is entitled to rely on any consent so given until revoked by the director, provided that no revocation affects the validity of any notice given before receipt by this corporation of revocation of the consent. Electronic notice is deemed given:

3.14.1 If by facsimile communication, when directed to a telephone number at which the Director has consented to receive notice;

3.14.2 If by electronic mail, when directed to an electronic mail address at which the Director has consented to receive notice;

3.14.3 If by a posting on an electronic network on which the director has consented to receive notice, together with separate notice to the director of the specific posting, upon the later of: (i) the posting; and (ii) the giving of the separate notice; and

3.14.4 If by any other form of electronic communication by which the director has consented to receive notice, when directed to the person.

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If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. The notice need not state the purpose of the meeting unless the meeting is a special meeting as provided in Section 3.8.

Section 3.15. Waiver of Notice. Any director may execute a written waiver of notice of any meeting required to be given by statute or by any provision of these Bylaws before, at or after that meeting, and such waiver when signed and filed as hereinafter provided shall be equivalent to notice. Such waiver shall be filed with the Secretary, who shall enter it upon the minutes or other records of that meeting. Appearance at a meeting by a director shall be deemed a waiver of notice thereof, unless the appearance is solely for the purpose of asserting the illegality of the meeting.

Section 3.16. Compensation of Directors. Directors shall not be compensated for their duties as directors, except that a director may receive a salary for his or her services as an employee, and directors may be reimbursed for expenses incurred on behalf of this corporation.

Section 3.17. Committees. The Board of Directors may establish one or more committees having the authority of the Board in the management of the business of this corporation to the extent determined by the Board. The chair and the members of all committees shall be appointed by the Co-Chairs. Members of a committee need not be directors and shall hold such office for a term of one (1) year from their appointment or until their successors are appointed, whichever occurs first. Meetings of a committee may be called, from time to time, upon request a Co-Chair, the chair of the committee or any two (2) committee members. Notice requirements shall be the same as for special meetings of the Board of Directors, except that notice may be given orally or in writing.

ARTICLE IV OFFICERS

Section 4.1. Appointment of Officers. The officers of this corporation shall be two Co-Chairs, a Vice-Chair, a President, a Secretary, a Treasurer, and such other officers as the Board of Directors may, from time to time, appoint by majority vote at Annual General Meetings on a schedule as delineated in Section 4.2.

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Section 4.2. Duties of Officers. The duties of the officers of this corporation shall be:

4.2.1 Co- Chairs. The Co-Chairs shall preside at all meetings of the Board of Directors and shall oversee the long term goals and purposes of this corporation. The Co-Chairs (Vice-Chair and President) shall assume office at the end of the meetings during which they are elected.

4.2.2 Vice-Chair. The Vice-Chair shall be vested with all powers of and perform all the duties of the Co-Chairs in the absence or inability of both Co-Chairs to act, but only so long as such absence or inability continues. The Vice-Chair shall perform such duties as may be determined from time to time by the Board of Directors. The Vice-Chair shall be elected by a majority vote of the voting Board Directors at the Annual General Meeting held during odd years.

4.2.3 President. The President shall be the chief executive officer of this corporation, shall be responsible for the day to day operations of this corporation, and shall have all of the powers and duties normally belonging to the President, Chief Executive Officer, or Executive Director of a Minnesota nonprofit corporation. He or she shall also perform such other duties as may be determined from time to time by the Board of Directors. The President shall be elected by a majority vote of the voting Board Directors at the Annual General Meeting held during even years.

4.2.4 Secretary. The Secretary shall attend all meetings of the Board of Directors and any committee thereof, and keep the minutes of such meetings, give notices, prepare any necessary certified copies of corporate records, and perform such other duties as may be determined from time to time by the Board of Directors. The Secretary shall be elected by a majority vote of the voting Board Directors at the Annual General Meeting held during even years.

4.2.5 Treasurer. The Treasurer shall have charge of the corporate treasury, receiving and keeping the monies of this corporation, disbursing corporate funds as authorized, and shall have all of the powers and duties

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normally belonging to the Treasurer of a Minnesota nonprofit corporation. The Treasurer shall be elected by a majority vote of the voting Board Directors at the Annual General Meeting held during odd years.

Section 4.3. Salaries of Officers. The salaries of all officers of this corporation shall be fixed by the Board of Directors. However, no such salary need be fixed if such service is voluntary.

Section 4.4. Officers as Members of Board of Directors. The Co-Chairs and the Vice-Chair shall be members of the Board of Directors. All other officers may but need not be members of the Board of Directors.

Section 4.5. Resignation of Officers. An officer may resign at any time by giving written notice of the resignation to one of the Co-Chairs of this corporation.

Section 4.6. Removal of Officers. Any officer may be removed, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given.

Section 4.7. Filling Vacancies. Any vacancy in an officer's position shall be filled by the Board of Directors of this corporation as designated in section 3.6.

ARTICLE V

STANDARD OF CARE AND CONFLICTS OF INTEREST

Section 5.1. Standard of Care. It is the responsibility of each director of this corporation to discharge his or her duties as a director in good faith, in a manner the director reasonably believes to be in the best interests of this corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 5.2. Identification of Conflicts of Interest. A conflict of interest exists if this corporation contracts with, or enters into a financial transaction with:

5.2.1 One or more of its directors, or a member of the family of a director;

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5.2.2 A director of a related organization, or a member of the family of a director of a related organization; or

5.2.3 An organization in or of which one or more of this corporation's directors or a member of the family of the director are directors, officers or legal representatives or have a material financial interest.

A director does not have a material financial interest in a resolution fixing the compensation of the director or fixing the compensation of another director as a director, officer, employee or agent of this corporation, even though the first director is also receiving compensation from this corporation

Section 5.3. Permissible Conflicts of Interest. A conflict of interest will not cause a contract or transaction with this corporation to be void or voidable because the interested director or other individual/organization are parties, or because the interested director is present at the meeting of the Board of Directors or a committee of the Board of Directors at which the contract or transaction is authorized, approved or ratified, if:

5.3.1 The contract or transaction was, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the contract or transaction was, fair and reasonable as to this corporation at the time it was authorized, approved or ratified; or

5.3.2 The material facts as to the contract or transaction and as to the director's or directors' interest are fully disclosed or known to the Board or a committee, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a majority of the Board or committee, but the interested director or directors shall not be counted in determining the presence of a quorum and shall not vote.

Section 5.4. Definition of Member of the Family. For purposes of this Article, a "member of the family" of a director includes the spouse, parents, children and spouses of children, brothers and sisters or spouses of brothers and sisters of the director, or any combination of them.

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ARTICLE VI FINANCE

Section 6.1. Receipts. Any dues, contributions, grants, bequests or gifts made to this corporation shall be accepted or collected only as authorized by the Board.

Section 6.2. Deposits. All funds of this corporation shall be deposited to the credit of this corporation under such conditions and in such banks as shall be designated by the Board of Directors.

Section 6.3. Contracts. All contracts to which this corporation is a party shall be executed and delivered as provided by the Board of Directors.

Section 6.4. Monies and Investments. All monies and investments of this corporation shall be transferable as provided by the Board of Directors.

Section 6.5. Title to Property. Title to all property shall be held in the name of this corporation.

Section 6.6. Annual Budget. The annual budget of estimated income, operating expenses and capital expenditures shall be approved by the Board of Directors.

Section 6.7. Summary Financial Report. A summary report of the financial operation of this corporation shall be made by the Treasurer at least annually to the Board of Directors.

ARTICLE VII INDEMNIFICATION

To the full extent permitted by the Minnesota Nonprofit Corporation Act, as amended from time to time, or by other applicable provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever and by whomsoever brought (including any such proceeding, by or in the right of this corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of this corporation, or he or she is or was serving at the specific request of the Board of Directors of this corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by

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this corporation by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this Article shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision of the Bylaws. No person shall have a right to indemnification or indemnification advances by this corporation with respect to any threatened, pending or civil, administrative, arbitration, investigative or other proceeding brought by or in the right of this corporation against such person.

ARTICLE VIII AMENDMENT OF BYLAWS

These bylaws may be amended at any time and from time to time by the affirmative vote of a majority of the directors then in office; provided that written notice of the meeting and of the proposed amendment shall be given to each director not less than five (5) nor more than thirty (30) days before any meeting of the Board of Directors at which an amendment of the Bylaws is to be adopted.

--END OF BYLAWS--