

ARTICLE I

PURPOSE AND NAME

Section 1.1: The name of the Corporation shall be Nowthen Historical Power Association, Inc.

Section 1.2: The purposes of Nowthen Historical Power Association, Inc. are;

To promote, educate and demonstrate the collection, restoration, preservation and exhibition of gasoline and oil engines, gas and steam tractors, farm machinery, and other equipment and crafts of historical value.

To do any and all things necessary or incident in carrying out the purposes of the Corporation.

Notwithstanding any other provisions of the Articles of Incorporation and/or these By-Laws, all of the work of the Corporation shall be carried on and all funds of the Corporation, whether income or principle and whether acquired by gift or contribution, or otherwise, shall be used and applied exclusively to fulfill the purposes of the Corporation, and in such a manner that no part of the net earnings of the Corporation will in any event inure to the benefit of any member, officer, or director of the Corporation or any other individual. The Corporation shall not engage, otherwise than “as an insubstantial” part of its total activities, in activities that in themselves are not in furtherance of one or more of the exempt purposes specified in Section 501(c) (3) of the Internal Revenue Code of 1954, as that section from time to time may hereinafter be amended.

ARTICLE II

MEMBERSHIP

Section 2.1: Any adult person having an interest in the objectives of the Corporation shall be eligible to apply for membership.

Section 2.2: Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicants. Election of members shall be by the Board of Directors at any meeting thereof. Any applicant so elected shall become a member upon payment of the annual membership dues.

- Section 2.3:**
- a) Any member may resign from the corporation upon written notice to the Board of Directors;
 - b) Any member may be expelled by the Board of Directors for non payment of dues.
 - c) Any member may be expelled by a two-thirds vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the corporation.

ARTICLE III

MEMBERSHIP MEETING

Section 3.1: The meeting of the members shall be held at the registered office or any other place designated by the Board of Directors.

Section 3.2: Each year the annual meeting shall be held on the third Friday in November.

Section 3.3: Special meetings of members may be called at any time upon request of the President, Vice-President or a majority of the members of the Board of Directors, or upon request in writing by 25% of the members.

Section 3.4: Written notice, stating the place, day and hour of the meeting and, in case of special meeting, the purpose or purposes for which the meeting is called shall be mailed or personally delivered not less than five (5) days prior to the date of the meeting, by the Secretary, to each member entitled to vote at such meeting. Waiver by a member of such meeting shall be equivalent to the giving of such notice. In case of adjournment of a meeting from time to time, no further notice of the adjourned meeting shall be necessary if an announcement is made at the hour of the adjourned meeting.

Section 3.5: Every member shall be entitled to vote at a meeting, provided the person is a member in good standing. There shall be no proxy voting.

Section 3.6: The presence, in person of twenty-five of the members entitled to vote, at the meeting shall constitute a quorum for the transaction of business. In the absence of a quorum any meeting may be adjourned from time to time. The members present at a duly called or held meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. The President, or, in the President's absence, the Vice-President or any other person designated from time to time by the Board of Directors, shall preside at all meetings of the members.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1: Management of the corporation shall be vested in the Board of Directors. However, any contract involving \$501.00 or more shall be approved at a duly called member meeting.

Section 4.2: The Board of Directors shall consist of ten persons including the four officers. Directors of this corporation shall be elected at each annual meeting.

Section 4.3: Said directors of this corporation shall be elected to serve a term of three (3) years except the President, Vice President, Secretary and Treasurer who shall be elected to a term of two (2) years. A director shall hold office for the term for which he or she was elected and until the end of the meeting at which his or her successor has been elected and until such successor has qualified, or until the director's death, resignation or removal. Any director may at any time be removed with or without cause by the Board of Directors. Any vacancy occurring because of the death, resignation or removal of a director, or because of an increase in the number of members of the Board of Directors, shall be appointed by the Board of Directors for the unexpired term of such director.

ARTICLE V

MEETINGS OF THE BOARD OF DIRECTORS

Section 5.1: Annual meeting. The annual meeting of the Board of Directors for the transacting such business as may properly come before the meeting shall be held each year at the time and place, within the State of Minnesota, designated from time to time by the Board of Directors.

Section 5.2: Other meetings. Other meetings of the Board of Directors may be held at such time and place as are announced at a previous meeting of the Board of Directors. Meetings of the Board of Directors may also be called at any time (a) by the President, (b) by the Board of Directors, or (c) upon the written request of two or more members of the Board of Directors. Anyone entitled to call a meeting of the Board of Directors may make a written request to the Secretary to call the meeting, and the Secretary shall give notice of the meeting, setting forth the time, place and purpose thereof, to be held between five and thirty days after receiving the request. If the Secretary fails to give notice of the meeting within seven days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place of the meeting and give notice in the manner hereinafter provided.

Section 5.3: Notice of meetings. Written notice of each meeting of the Board of Directors for which written notice is required, and of each annual meeting, stating the time, place and purpose thereof shall be mailed, postage prepaid, not less than five nor more than thirty days before the meeting, excluding the day of the meeting, to each director at his or her address according to the last available records of this corporation. Any director may waive notice of a meeting before, at or after the meeting, orally, in writing, or by attendance. Attendance at a meeting is deemed a waiver unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the director does not participate in the meeting.

Section 5.4: Quorum and voting. The presence of a majority of the members of the Board of Directors shall constitute a quorum at any meeting thereof, but the directors present at any meeting, although less than a quorum, may adjourn the meeting from time to time. At all meetings of the

Board of Directors, each director shall be entitled to cast one vote on any question coming before the meeting. A majority vote of the directors present at any meeting, if there be a quorum, shall be sufficient to transact any business, unless a greater number of votes is required by law or these Bylaws. A director shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Directors. A director who is present at a meeting of the Board of Directors when an action is taken is presumed to have assented to the action unless the director votes against the action or is prohibited from voting on the action.

Section 5.5: Adjourned meetings. When a meeting of the Board of Directors is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Section 5.6: Written action. Any action that could be taken at a meeting of the Board of Directors may be taken by written action signed by all of the directors.

Section 5.7: Director conflicts of interest. This corporation shall not enter into any contract or transaction with (a) one or more of its directors, (b) a director of a related organization (within the meaning of Minnesota Statutes, section 317A.011, subd. 18), or (c) an organization in or with a director is a director, officer or legal representative or has a material financial interest; unless the material facts as to the contract or transaction and as to the director's interest are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the directors (without counting the interested director), at a meeting at which there is a quorum without counting the interested director. Failure to comply with the provisions of this Section 5.7 shall not invalidate any contract or transaction to which this corporation is a party. This

Section does not authorize any act of “self-dealing” as defined in Section 4941(a) of the Internal Revenue Code of 1986.

ARTICLE VI

OFFICERS

Section 6.1: Tenure of office. The officers of this corporation shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as the Board of Directors may from time to time designate. Officers shall be elected by the membership at the annual meeting to serve for terms of two (2) years and until their respective successors are chosen and have qualified. No person may hold more than one office at the same time. The officers must be directors of this corporation.

Section 6.2: President. The President shall be the chief executive officer of this corporation. He or she shall preside at all meetings of the Board of Directors. He or she shall be responsible for the general supervision, direction and management of the affairs of this corporation. He or she may execute on behalf of this corporation all contracts, deeds, conveyances and other instruments in writing, which may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of this corporation.

Section 6.3: Vice President. The Vice President shall perform the duties of the President in case of the latter’s absence or disability. The execution by the Vice President on behalf of this corporation of any instrument shall have the same force and effect as if the President executed it on behalf of this corporation.

Section 6.4: Secretary. The Secretary shall keep accurate minutes of all meetings and shall be custodian of the records, documents and papers of this corporation. He or she shall provide for the keeping of proper records of all transactions of this corporation. He or she shall have and may exercise any and all other powers and duties pertaining by law, regulation or practice to the office of Secretary, or imposed by these Bylaws. He or she shall also perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

Section 6.5: Treasurer. The Treasurer shall be responsible for maintaining accurate financial records for this corporation and safeguarding the assets of this corporation. He or she shall present a report of this corporation's financial transactions and statue to the Directors and members at their annual meeting, and shall from time to time make such other reports to the Board of Directors as it may require. The Treasurer shall perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

Section 6.6: Additional Powers. Any officer of this corporation, in addition to the powers conferred upon him or her by these Bylaws, shall have such powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

ARTICLE VII

INDEMNIFICATION

To the full extent permitted by an applicable law, this corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrator, arbitration, or investigative

proceeding, including a proceeding by or in the right of this corporation, by reason of the former or present capacity of the person, as —

- (a) a director, officer, employee or member of a committee of this corporation or,
- (b) a director, officer, partner, trustee, employee or agent of another organization or employee benefit plan, who while a director, officer or employee of this corporation, is or was serving the other corporation at the request of this corporation or whose duties as a director, officer or employee of this corporation involve or involved such service to the other corporation,

against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements, and reasonable attorneys' fees and disbursements, incurred by the person in connection with the proceeding.

Indemnification provided by this section shall continue as to a person who has ceased to be a director, officer, employee or committee member, 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 section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section.

This corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or a member of a committee of this corporation against any liability asserted against such person and incurred by such person in any such capacity.

ARTICLE VIII

MISCELLANEOUS

Section 8.1: Fiscal year. Unless otherwise fixed by the Board of Directors, the fiscal year of this corporation shall begin on January 1 and end on the succeeding December 31.

Section 8.2: Corporate seal. This corporation shall have no seal.

Section 8.3: Electronic communications. A director or committee member may participate in a meeting by any means of communication through which such person, other persons so participating, and all persons 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. A conference among directors or committee members by any means of communication through which such persons may simultaneously hear each other during the conference is a meeting of the Board of Directors or committee, as the case may be, 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 8.4: Amendments. Both the Board of Directors and the members shall have the power to amend these By-Laws. The power of the Board of Directors shall be subject to the power of the members. The Board of Directors may amend the By-Laws by adoption of a resolution setting forth the amendment. The Board of Directors may not adopt, amend, or repeal a bylaw fixing a quorum for meetings of members, prescribing procedures for removing directors of filling vacancies in the Board of Directors, or fixing the number of directors or their classifications, qualifications, or

terms of office. An amendment for adoptions by the members must be proposed by at least fifty members or ten percent of the members, whichever is less. The membership may amend the By-Laws by adopting a resolution setting forth the amendment.

Section 8.5: Authority to borrow, encumber assets. No director, officer, agent or employee of this corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. Authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.

Section 8.6: Deposit of funds. All funds of this corporation shall be deposited from time to time to the credit of this corporation in such banks, trust companies or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors from time to time.