

BYLAWS
OF
MINNETONKA ALUMNI ASSOCIATION

ARTICLE I.
MEMBERS AND MEETINGS OF MEMBERS.

Updated buy Board vote on 11-07-06

Section 1.01. Qualifications and Voting rights. All graduates of Minnetonka High School, Excelsior High School, and Deephaven High School, all non-graduates who attended those schools for at least one year, and all present and former members of the faculty, administration, and School Board shall be eligible for active membership. Active members shall pay such dues to the Association as the Board of Directors shall from time to time determine. Each active member personally present at any meeting of the Association shall be entitled to vote thereat. Proxies shall not be allowed or used. The Board of Directors shall terminate from membership any person who fails to pay such dues, by notice mailed to the member's last known address.

Section 1.02. Honorary Membership. Other individuals, because of their friendship, distinctive service to the Minnetonka School District, or for other reasons, may be elected to honorary membership by a vote of three-quarters (3/4) of the members of the Board of Directors. Such honorary members are not eligible to vote and may be exempted from any obligation to pay dues by majority action of the Board of Directors.

Section 1.03. Annual Meeting: Notice. The Annual Meeting of the membership of the Association shall be held on the first monthly Board of Directors Meeting following MHS Homecoming. The Board shall give notice to all members of the association as to the date, time, and location of this Annual Meeting at least 30 (thirty) days prior to the date of the meeting.

Section 1.04. Special Meetings: Notice. The Board of Directors may call special meetings of the members of the Association. Notice of such special meeting shall be mailed to each member addressed to the member's last known address at least fifteen (15) days prior to the date of the meeting. Each such notice shall state the time and place of the meeting, but need not state the purpose thereof except as otherwise herein expressly provided.

Section 1.05 Quorum and Manner of Acting. Provided that the majority of active Board members are present, the members present at a meeting, annual or special, shall constitute a quorum for the transaction of business. In the absence of a quorum, the meeting shall be adjourned. The act of the majority of the members present at any meeting at which a quorum is present shall be an act of the members.

ARTICLE II.
BOARD OF DIRECTORS.

Section 2.01. General Powers. The property, affairs and business of the Association shall be managed by the Board of Directors.

Section 2.02.Number, Qualification and Term of Office. The number of directors shall not exceed thirteen (13). Each director shall be a member of the Association. Each director shall hold office for a

term of three (3) years or until a successor shall be elected and qualified. Directors shall be elected by the Board of Directors at their annual meeting or at any special meeting of the directors called for that purpose.

Section 2.03Organization. At each such meeting of the Board of Directors, the President of the Association, when present, shall preside. The Secretary of the Association, or in the Secretary's absence, any person the President shall appoint, shall act as Secretary of the meeting

Section 2.04Resignation. Any director of the Association may resign at any time by giving written notice to the President or to the Secretary of the Association. The resignation of any director shall take effect at the time specified therein; the acceptance of such resignation shall not be necessary to make it effective.

Section 2.05.Vacancies. Any vacancy on the Board of Directors caused by the death, resignation, disqualification, removal, or any other cause, shall be filled by the Board of Directors from among members of the Association, and any director so elected shall serve out the unexpired term of the director whose death, resignation disqualification or removal caused the vacancy.

Section 2.06Nominating Committee. A nominating committee of five (5) members shall be appointed by the President ninety (90) days prior to the Annual Meeting. It shall be the committee's responsibility to propose nominations for vacancies on the Board of Directors. The committee's report shall be tendered to the Board of Directors at least thirty (30) days prior to the Annual Meeting.

Section 2.07.Place of Meetings. The Board of Directors may hold its meetings at such place or places as it may from time to time determine.

Section 2.08. Annual Meeting. The Annual Meeting of the Board of Directors shall be held each year for the purpose of electing the officers of the Association and for the transaction of such other business as shall come before the meeting. Notice of such meeting shall be given as hereinafter provided for special meetings of the Board of Directors, or in a consent and waiver of notice thereof signed by all of the directors.

Section 2.09.Special Meetings: Notice. Special meetings of the Board of Directors shall be held whenever called by the President, or by a majority of the Board of Directors. Notice of each such special meeting shall be mailed to each director, addressed to the director's residence or usual place of business, at least two (2) days before the day on which such meeting is to be held, or be delivered personally or by telephone not later than one (1) day before the day on which the meeting is to be held. Each such notice shall state the time and place of the meeting, but need not state the purpose thereof except as otherwise herein expressly provided.

Section 2.10.Quorum and Manner of Acting. Except as otherwise provided by statute or by these bylaws, a majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting, and the act of the majority of directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum be had. Notice of any adjourned meeting need not be given.

Section 2.11.Removal of Director. Any director may be removed, either with or without cause, at any time, by a vote of the majority present at a special meeting of the members of the Association, provided a quorum exists at that special meeting. Any vacancy in the Board of Directors caused by the removal or early termination of a director's term authorized by this section shall be filled in the manner specified in Section 2.05.

Section 2.12. Committees. By the affirmative vote of a majority of the directors, the Board of Directors may establish committees having the authority of the Board of Directors in the management of the business of the association to the extent provided in the Board of Directors resolution. Committees shall be subject at all times to the direction and control of the Board of Directors. Committee members shall be natural persons. A committee shall consist of one or more persons, who need not be directors, appointed by the Board of Directors. Minutes, if any, of the committee meetings shall be made available upon request to members of the committee and to directors.

Section 2.13 Proxies. Proxies shall not be allowed or used.

ARTICLE III. OFFICERS.

Section 3.01.Number. The officers of the Association shall consist of a President, a President-Elect, a Treasurer, a Secretary, the Immediate Past President, and an Executive Secretary.

Section 3.02.Election, Term of Office, and Qualifications. The President-Elect, Treasurer, and Secretary must be graduates of Minnetonka, Excelsior, or Deephaven High School(s), and duly elected and serving members of the Board of Directors. The Board of Directors shall elect the President-Elect, the Treasurer, and the Secretary at its annual meeting. All members of the Board of Directors, even candidates for office, may vote. The person elected to the position of President-Elect automatically succeeds to the position of President after service one (1) year as President-Elect, unless the President is re-elected to another one year term. The person who serves as President succeeds to the position of Immediate Past President after one (1) year of service as President. The term of office for all elected officers is one (1) year. No person may hold more than one office at any one time. Those holding the office of President, President-Elect, Secretary and Treasurer are eligible to stand for re-election. However, except for the person serving as Executive Secretary, no person shall hold the same office for more than three (3) consecutive years.

Section 3.03. Resignation. Any officer may resign at any time by giving written notice of resignation to the Board of Directors, to the President, or to the Secretary of the Association. Any such resignation shall take effect at the time specified therein, and, unless otherwise specified herein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.04Removal. Any officer may be removed, either with or without cause, by a vote of the Board of Directors, at a meeting called for that purpose, and such purpose shall be stated in the notice or waiver of notice of such meeting unless all the directors of the Association shall be present thereat. Section 3.05Vacancies. A vacancy in any office because of death, 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 to such office.

Section 3.06.President. The President shall be the chief executive officer of the Association, and shall have general active management of the business of the Association. The President, when present, presides at all meetings of the directors. The President shall see that all orders and resolutions of the Board of Directors are carried into effect. The President may execute and deliver in the name of the Association any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Association, including, without limitation, any instruments necessary or appropriate to enable the Association to donate income or principal of the Association to or for the account of such organizations, causes, and projects described in the Articles of Incorporation of the Association and as the Association was organized to support, and, in general, shall perform all duties incident to the office of the President.

Section 3.07.President-Elect. The duties of the President-Elect shall be the same as those of the President in the absence of the President or when the President is unable to assume those responsibilities, and other such duties as the President shall assign.

Section 3-08. Treasurer. The Treasurer shall keep accurate accounts of all monies of the Association received or disbursed; shall deposit all monies, drafts, and checks in the name of, and to the credit of the Association in such banks and depositories as a majority of the Board of Directors shall from time to time designate. The Treasurer shall have power to endorse for deposit all notes, checks and drafts received by the Association. The Treasurer shall disburse the funds of the Association as ordered by the Board of Directors making proper vouchers thereof. The Treasurer shall render to the directors, whenever required, an account of all transactions as Treasurer and on the financial condition of the Association and shall perform such other duties, including preparation and filing of all financial reports required by law, as may from time to time be required by the Board of Directors; and, in general, shall perform all duties incident to the financial management of the Association. The Treasurer shall have such other duties as may from time to time be prescribed by the Board of Directors.

Section 3.09Secretary. The Secretary shall be the Secretary, and when present, shall record the proceedings of meetings of the Board of Directors. The Secretary shall, when directed to do so, give proper notice of meetings of the directors. The Secretary shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the President and, in general, shall perform all duties usually incident to the office of Secretary.

Section 3.10 Executive Secretary. The Minnetonka District 276 Liaison shall co-ordinate the objectives of the Association with those of the Minnetonka School District, and act as a liaison between members of the Association and the district management.

Section 3.11.Immediate Past President. The Immediate Past President shall provide expertise to the Board of Directors and be available to the President of the Association for consultation.

Section 3.12.Other Officers. The Association may have such other officers , or assistants thereto, and agents with such qualifications as may be deemed necessary by the board of Directors, who shall be appointed in such manner, have such duties, and hold their offices for such terms as may be determined by the resolution of the board of Directors.

Section 3.13.Compensation. The officers and agents of the Association may be reimbursed for such reasonable expenses necessarily incurred by them in rendering services as the Board of Directors may

from time to time determine to be directly in furtherance of the purposes of, and in the best interests of, the Association.

ARTICLE IV.
BOOKS OF RECORD, AUDIT IN FISCAL YEAR.

Section 4.01. Books and Records. The Board of Directors of the Association shall cause to be kept:

- (1). records of all proceedings of members and records; and
- (2). such other records and books of account as shall be necessary and appropriate to the conduct of the corporate business.

Section 4.02. Documents Kept at Registered Office. The Board of Directors shall cause to be kept at the registered office of the Association originals or copies of

- (1) records of all proceedings of members and directors, and
- (2) all financial statements of the Association, and
- (3) Articles of Incorporation and Bylaws of the Association and all amendments and restatements thereof.

Section 4.03. Fiscal Year. The fiscal year of the Association shall be determined by the Board of Directors.

ARTICLE V.
WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given by these Bylaws or any of the corporate 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 the meeting.

ARTICLE VI.
AUTHORIZATION WITHOUT A MEETING

Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in writing by all of the directors.

ARTICLE VII.
INDEMNIFICATION.

The Association may, in the exercise of power granted to Minnesota non-profit corporations generally by Section 317A.161, of the Minnesota Statutes, as now enacted and as hereafter amended, indemnify its officers, directors, employees, and agents against certain expenses and liabilities, in the manner and to the extent provided in Section 300.08 of the Minnesota Statutes, as now enacted or as hereafter amended. For this purpose, members of the Association shall have voting rights in their capacities as members and may take any and all actions required or permitted to be taken by them to enable the Association to exercise such powers of Indemnification, only at a meeting duly called and held at the principal office of the Association, upon not less than ten (10) days prior written notice, addressed to

each member at the member's residence or usual place of business, stating date, time, and place of the meeting.

ARTICLE VIII.
AMENDMENTS.

If a quorum is present, by a vote of two-thirds (2/3) of the Directors present, these Bylaws may be amended to include or omit any provision which could lawfully be included or omitted at the time such amendment or restatement is adopted; provided, however, that no amendment affecting the voting rights of the members shall be valid without the unanimous consent of the members. Any number of amendments, or an entire revision or restatement of these Bylaws, may be submitted and voted upon at a single meeting of the Board of Directors and be adopted at such meeting, a quorum being present, upon receiving the affirmative votes of not less than two-thirds (2/3) of the Directors of the Association.

The undersigned, Robert Miller, president of Minnetonka Alumni Association, hereby certifies that the foregoing bylaws were adopted as the complete bylaws of the Corporation.

Dated
Rv. October 4, 2003

Robert Miller, President.
