

Rev. 08/2008

BYLAWS OF DOWNTOWN BUSINESS AND PROFESSIONAL ASSOCIATION:
A NONPROFIT CORPORATION

ARTICLE ONE

Offices

The mailing address of the corporation shall be P.O. Box 1344, City of Minot, County of Ward, State of North Dakota. The corporation may have such other offices, either within or without the State of North Dakota, as the Board of Directors may determine from time to time.

ARTICLE TWO

Membership

Section 1. Members: The members of the corporation are divided into divisions. Dues are structured according to division. Board of Directors will set divisions.

Section 2. Eligibility of Membership: Any firm or individual conducting business in, offering a professional service in, or owning property in the Minot, North Dakota trade area, may become a member of this corporation upon application and payment of dues.

Section 3. Membership in Good Standing: A member in good standing is a membership current with all dues. Dues are payable upon receipt. Failure to pay dues, or an agreed upon portion of dues, within 30 days of billing suspends membership and voting privileges, as that membership will no longer be in good standing.

Section 4. Termination of Membership: Any membership terminated for failure to pay dues, however, shall be entitled to reinstatement upon payment of all dues to date. Any membership not in good standing cannot vote or hold a board position.

Section 5. Voting Rights: Each paid membership in good standing shall be entitled to one vote on each matter submitted to a vote of the membership.

Section 6. Resignation: Any member may resign by filing a written resignation with any member of the Board of Directors, but such resignation shall not relieve the member resigning of the obligation to pay any dues, assessments or other charges accrued and unpaid. Dues are not refundable.

Section 7. In Kind Membership: The Board of Directors will determine In Kind Membership on a case-by-case basis. The In Kind membership must be for services of tangible value equal to or greater than the membership dues.

Section 8. Transfer of Membership: Membership in the corporation is not transferable or assignable, unless approved by the Board of Directors.

ARTICLE THREE

Meeting of Membership

Section 1. Annual Meeting: An annual meeting of the membership shall be held at a location on such date and at such time as the Board of Directors may determine in each year, provided that such annual meeting shall be held no later than February each year, and the time and place of such annual meeting shall be announced via email or fax no less than fifteen days preceding the meeting. The annual meeting shall be announced at the previous monthly meeting. The annual meeting shall be for the purpose of electing officers and members at large, and for the transaction of such other business as may come before the meeting, including but not limited to, annual reports from officers and committees.

Section 2. Meetings: Regular meetings of the membership shall be held monthly at the time and place as determined by the President and/or Board of Directors.

Special Meetings: The President may call special meetings of the membership in concurrence with the Vice President or the Secretary/Treasurer, at a place designated by the President.

Section 3. Notice of Meetings: Written notice stating the place, day, and hour of any meeting of the membership shall be printed in the newsletter or be delivered either personally, or by mail, fax, or e-mail to each membership entitled to vote at such meeting, not less than two (2) days before the date of such meeting, by or at the direction of the President, or the Secretary/Treasurer or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. Verbal notice shall be allowed if the membership approves the minutes of said meeting at the next meeting of the membership.

Section 4. Quorum: Must have 10% of membership in good standing to constitute a quorum at such meetings. If a quorum is not present at any meeting of the membership, a majority of the membership present may adjourn the meeting from time to time without further notice.

Section 5. Proxies: Proxies may be given by written notice only and to a member of a membership in good standing with the corporation.

ARTICLE FOUR

Board of Directors

Section 1. General Powers: The affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure, and Qualifications: The number of directors shall be seven (7) or nine (9) as determined by the membership. The Board of Directors shall be composed of the President, immediate past president, Vice President, Secretary/Treasurer and 3 or 5 members at large. The members at large shall be elected at the odd-numbered years at the annual meeting. The officers, (President, Vice President, Secretary/Treasurer) shall be elected at even numbered years at the annual meeting.

Section 3. Meetings: Any meetings of the Board of Directors may be called by or at the request of the President or any three (3) directors, and shall be held at the place designated by the same.

Section 4. Notice: Notice of any special meeting of the Board of Directors shall be given at least one (1) day prior thereto by written notice delivered personally or by mail, fax, or email to each director at his address as shown by the records of the corporation. Each director may waive his/her notice of any meeting. The business to be transacted at the meeting must be limited to the business specifically in the notice or waiver of notice, unless specifically required by law or by these By-Laws.

Section 5. Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 6: Board of Directors: The act of a majority of the directors present at a meeting, by conference call, email or proxy shall be the act of the Board of Directors.

Section 7: Vacancies: Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the membership. A director elected to fill a vacancy shall serve for the unexpired term of his predecessor in office. Each such election by the membership shall be at the next regular meeting or a special meeting of the

membership called for that purpose. In the event that the vacancy occurs within six (6) months of the term ending, the President will appoint a member to the position.

ARTICLE FIVE

Officers

Section 1. Officers: The officers of the corporation shall be a President, Vice-President, and Secretary/Treasurer. The membership shall elect such officers in February of even numbered years. Said officers shall serve a two-year term. The initial officers shall remain in office until the meeting of the membership in February or thereabout. Such officers will have the authority to perform the duties prescribed in these By-Laws.

President: The President shall, subject to the control of the Board of Directors, in general supervise and control all of the business and affairs of the corporation. When present, the President shall preside at all meetings of the membership. The President may sign with the Secretary/Treasurer of any other proper officer of the corporation authorized by the Board of Directors, any instruments or documents, which the Board of Directors has authorized to be executed. An exception to this is in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall have the powers and authority to perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President will hold and have general charge of the books of record of and for the corporation.

Vice-President: In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice-President shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Secretary/Treasurer: The Secretary/Treasurer shall: (a) have general charge and be responsible for the membership records and minutes of the proceedings of the membership and all funds and securities of the corporation; (b) see that all notices to the membership are duly given in accordance with the provision of these By-Laws or as required by law; (c) have general charge of the custodian of the correspondence files, committee reports, corporate records and seal, if any, of the corporation and see that the seal of the corporation is affixed to all document the execution which on behalf of the corporation under its seal is duly authorized; (d) have general charge of a register of the post office address of each member which shall be furnished to the secretary/treasurer by such members; (e) have charge to receive and give receipts of monies due and

payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these By-Laws; and (f) in general shall have the powers and authority to perform all duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned by the President. The Secretary/Treasurer may give a bond for the faithful discharge of the duties of Secretary/Treasurer in such sum and with such surety or sureties, as the Board of Directors shall determine. The corporation shall pay for this bond. All checks must be signed by the Secretary/Treasurer and one other officer.

Section 2. Election and Term of Office: The President, Vice-President, Secretary/Treasurer of the corporation shall be elected for two-year terms by the members at the membership's annual meeting in February of even numbered years. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. Each officer shall hold office until a successor has been duly elected and qualified.

Section 3. Vacancies: A vacancy in any office, except President, because of death, resignation, removal, disqualification, or otherwise, may, at an annual, regular or special meeting, be filled by the membership for the unexpired portion of the term.

Section 4. Removal of any Board of Director: A removal of any Board of Director may be done with a majority vote of the membership present at the meeting. A special notice to all membership of at least 15 days must be given.

Section 5. Compensation: Officers as such shall not receive any stated salaries for their services.

ARTICLE SIX

Committees

Section 1. Committees of Directors: The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it or him by law.

Section 2. Other Committees: Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such

resolution, members of each such committee shall be members of the corporation and the president of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

ARTICLE SEVEN

Contract, Checks, Deposits, and Gifts

Section 1. Contracts: Any contract must be approved by the Board of Directors and any agent involved; the contract must be signed by the President and the agent.

Section 2. Checks, Drafts, or Orders: Must be signed by any 2 officers, Secretary/Treasurer and one other officer.

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.

Section 4. Gifts: The Board of Directors may accept or make, on behalf of the corporation, any contribution, gift, bequest or devise for any purpose of the corporation.

ARTICLE EIGHT

Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its membership, Board of Directors, committees having and exercising any of the authority of the Board of Directors, and the membership committee, and shall keep a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE NINE

Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE TEN

Dues

Annual Dues: The Board of Directors shall determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by the membership, and shall give appropriate notice to the membership.

Dues shall be payable when due. Dues may be paid on an annual, semi-annual, or quarterly basis, depending upon each member's agreement with the corporation. Dues are non-transferable and non-refundable. Failure to pay dues, or some portion of dues within 30 days of billing suspends membership and voting privileges.

ARTICLE ELEVEN

Waiver of Notice

Whenever any notice is required to be given under the provisions of the North Dakota Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the By-Laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE TWELVE

Amendment of By-Laws

These By-Laws may be altered, amended, or repealed, and new By-Laws may be adopted by a majority of the membership present at a regular, special or annual meeting, if at least fifteen (15) days written notice is given of intention to alter, amend, or repeal or to adopt new By-Laws at such meeting.

Dated this ____ day of August, 2008.

DOWNTOWN BUSINESS AND PROFESSIONAL ASSOCIATION, A
NONPROFIT CORPORATION

President-

Vice-President-

Secretary/Treasurer-

Member at Large-

Member at Large-

Member at Large-

Member at Large-

Member at Large-