

**AMENDED BYLAWS
OF
MAYFLOWER CHURCH FOUNDATION**

Section 1. Members

- A. The members of the corporation shall be those persons who are active members in good standing of Mayflower Community Congregational Church of Minneapolis, Minnesota (the “Church”). Membership in the corporation shall commence and terminate with such active membership in the Church according to its uses and practices.
- B. There shall be only one class of members whose voting and other rights and interests are equal in all respects.

Section 2. Meetings of Members

- A. The annual meeting of the members shall be held each year at Mayflower Community Congregational Church at the time of the regular fall meeting of the Church or, if not so held, within thirty (30) days thereafter at a time designated by the Board of Directors. At such meeting, Directors shall be elected and any other business may be transacted.
- B. Special meetings may be called for any purpose at any time by the President of the Board of Directors or may be called by a majority of members. Business transacted at a special meeting shall be limited to the purpose stated in the Notice.
- C. All meetings of the members shall be held at the Church or at such other place as may be designated by the Board of Directors.
- D. Notice of meetings shall be given by stating the time, date, place and general purpose of the meeting orally or in writing distributed to those in attendance at the regular Sunday service of worship on the two Sundays preceding the meeting, and by posting a written copy of the notice in two conspicuous places in the church building at least fifteen days before the meeting.
- E. A quorum for meetings of the members shall be fifty (50) members present in person. Proxies shall not be permitted.
- F. Voting on motions through electronic medium is permitted as long as a quorum is reached.

Section 3. Board of Directors

- A. Powers and Composition of Board. The business of the corporation shall be managed by a Board of Directors composed of seven (7) persons. One (1) shall be the Moderator of the Church or designee and the remaining six (6) shall be members of the corporation. The Senior Minister of the Church and such other persons as the Board may appoint from time to time shall be Ex Officio non-voting members of the Board.
- B. Terms of Directors. The term of each elected Director shall be three (3) years, with no more than three (3) member’s terms expiring in a given year.
- C. Election of Directors. At the annual meeting Directors shall be elected to fill vacancies. The Board of Directors shall act as a nominating committee but nominations may also be made from the floor.

Election shall be by vote of a majority of the members present and voting at the meeting. Cumulative voting shall not be permitted.

- D. Vacancies. A Director may resign by notice in writing to the Board and the term of a Director shall terminate if the person ceases to be a member of the corporation. If an elected Director shall cease to serve for any reason, the Board may fill the vacancy until the next annual meeting of the members, at which time a person shall be elected for the remainder of the vacant term, if any. No elected Director shall serve more than two (2) terms of three (3) years in succession, excluding any period served while filling a vacancy.

Section 4. Meetings of the Board

- A. Meetings of the Board shall be held from time to time at the Church or any other place selected by a majority of the Board.
- B. The President or any other officer may call a meeting by giving at least three (3) days' notice to all Directors. The notice need not state the purpose of the meeting.
- C. A quorum for the transaction of business shall be a majority of the voting members of the whole Board or, when a vacancy exists, a majority of the remaining voting members.
- D. Voting on motions through electronic medium is permitted as long as a quorum is reached.

Section 5. Officers

- A. The officers of the corporation shall consist of a President, Vice President, Treasurer and Secretary and such other officers as may be elected by the Board from time to time. Officers must be members of the Board.
- B. Officers shall be elected each year at the first meeting of the Board following the annual meeting of the members. If an officer shall cease to serve for any reason, a person shall be elected to serve the remainder of the term.
- C. The President shall be the Chief Executive Officer and shall:
 - a. have general active management of the business of the corporation;
 - b. when present, preside at all meetings of the Board and of the members;
 - c. see that all orders and resolutions of the Board are carried into effect;
 - d. sign and deliver in the name of the corporation any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the corporation;
 - e. maintain records of, and whenever necessary, certify all proceedings of the Board and the members; and
 - f. perform other duties prescribed by the Board.
- D. The Treasurer shall be the Chief Financial Officer of the corporation and shall:
 - a. keep accurate financial records for the corporation;
 - b. render to the President and the Board whenever requested an account of all transactions by the Treasurer and of the financial condition of the corporation; and
 - c. perform other duties prescribed by the Board or by the President.
- E. The Vice President shall have such powers and shall perform such duties as may be specified in these Bylaws or prescribed by the Board. In the event of absence or disability of the President, the Vice

President shall succeed to the power and duties of that office and shall so serve in such new capacity until further action of the Board.

- F. The Secretary shall attend meetings of the Board and of the members; record all votes and the minutes of all proceedings in a book kept for that purpose; give, or cause to be given, notice of all meetings of the members and Directors; and perform such other duties as may be prescribed by the Board or the President.

Section 6. Amendment

These Bylaws may be amended as provided by Minnesota Statutes, Section 317.15, Subd 2. in the following manner:

The Board of Directors may propose the amendment by Resolution setting forth the proposed amendment and directing that it may be submitted for adoption at a meeting of the members; or any five (5) members may set forth a proposed amendment by petition by them subscribed, which petition shall be filed with the secretary of the corporation.

Notice of the meeting of the members, stating the purpose, including the proposed amendment, shall be given to each member entitled to vote on the proposed amendment, and to each officer and Director. If such notice has been given, the proposed amendment may be adopted at any meeting of members. When a majority of the members voting have approved a proposed amendment, it is adopted.

November 3, 2013