

Bylaws of Purple Martin Association of the Dakotas

The undersigned natural persons of the age of eighteen (18) years or more, acting as incorporators of a nonprofit corporation organized under North Dakota Century Code, Chapter 10-33, adopt the following Bylaws. The undersigned, a majority of whom are citizens of the United States, do hereby agree:

Article I Name and Location

Section 1: The name of the corporation shall be Purple Martin Association of the Dakotas, hereinafter referred to as "Corporation."

Section 2: The principal office of the Corporation is to be located within the State of North Dakota.

Section 3: The research office of the Corporation is to be located within the State of South Dakota.

Article II Purpose & Other Provisions

Section 1: The Corporation is organized exclusively for charitable, educational, scientific, and prevention of cruelty to animals purposes, more specifically a collaborative alliance for the management of Purple Martin advocacy and protection, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II Section 1 hereof.

Section 3: No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 4: Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 5: The duration of the Corporation shall be perpetual until dissolution.

Section 6: Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a

Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article III Board of Directors and Members

Section 1: Composition: The Corporation shall be operated by a Board of Directors consisting of no less than three (3) persons and no more than nine (9) persons. The chair of each committee formally recognized by the Board of Directors shall occupy one seat on the Board of Directors. The remainder of the Board of Directors membership shall be at-large positions.

Section 2: Term of Office: On formation of the Corporation, two initial trustees of the initial Board of Directors shall hold office for a period of three and one-half (3 ½) years. On first held officer election of the Corporation, one member of the initial Board of Directors shall hold office for a period of two (2) years, and one optional member of the initial Board of Directors shall hold office for a period of one (1) year. Thereafter, the members of the Board of Directors shall be elected for terms of three (3) years. For purposes of determining the termination of the term in office of any Director, such term shall be considered to have commenced the 1st day of July next following the appointment of such Director to the Board of Directors.

Section 3: Removal: Any Director may be removed, with or without cause, by a two-thirds (2/3) vote by ballot, at a regular or special meeting of the Board, provided that notice of intent to call for such a vote, naming the Director, is given at least twenty-four (24) hours prior to the meeting.

Section 4: Powers: In managing the affairs of the Corporation, the Board of Directors shall specifically have, but not be limited to, the power to:

- A. The Board of Directors shall have the power to make and alter any Bylaws, including the fixing and altering of the number of the Board of Directors.
- B. Power to Elect Officers. The Board of Directors shall hold officer elections every year in June. Officers must include a president and a secretary. Other officers may include a vice president, a treasurer, or an assistant secretary. Elections shall be staggered so as to elect the president, vice president, secretary, and treasurer separate from any other position. The assistant secretary position may be used to keep the elections staggered. Nothing in this Bylaw shall be construed to not allow a single person to hold more than one office. Officer candidates may be nominated by other Board members or may be self-nominated. Elected vice president shall serve third (3rd) year as president. Elected treasurer shall serve third (3rd) year as secretary / treasurer. Elected assistant secretary shall serve as secretary only when no other secretary is serving a term. Should an officer not be able to fulfill their term of service, a special election shall be held to install a replacement. A Board member may serve no more than two (2) consecutive terms in the same position and must wait two (2) years prior to reelection to the same office.
- C. Power to appoint other officers and agents: The Board of Directors shall have the power to appoint such other officers and agents as the Board may deem necessary for transacting the business of the Corporation.
- D. Power to fill vacancies. The Board of Directors shall have the power to fill any vacancy in any office or board occurring for any reason whatsoever.

- E. Power to establish rules and regulations. The Board of Directors shall have the power to establish by resolution, rules and regulations concerning the activities of the Corporation.
- F. Power to suspend rules. The Board of Directors reserves the right, without notice, to make exceptions, suspensions, or modifications in any rule or regulation when, in its judgment, it appears advisable. Any such temporary exception, suspension, or modification shall not be construed as affecting the general application of the rule or regulation.
- G. Power to conduct business. The Board of Directors shall have the power to conduct any and all business activities incidental to its purposes set forth in the Articles of Incorporation. This may include but are not limited to:
 - a) Acquiring real or personal property by purchase, gift or devise and holding and selling such a property;
 - b) Entering into contracts for the provision of services, activities, performances or events;
 - c) Hire or contract with employees or agents to provide such services, performances or events;
 - d) To procure and maintain insurance;
 - e) Authorize or make disbursements of funds, including but not limited to contractual obligations, gifts and/or grants;
 - f) To take such actions as may be necessary and convenient to carry out the purposes of the Corporation.

Section 5: Conflicts of Interest: In general, no agent of the Corporation shall continue to serve a decision-making role for the Corporation if there is a conflict of interest between the agent's role within the Corporation and the agent's role outside of the Corporation. If any question exists about the potential conflict of interest, the matter shall be referred to the board for guidance.

A. Agents of the Corporation Employed by a Firm Contracted by the Corporation

No employee of a firm contracted for goods or services by the Corporation may serve in any role for the Corporation that involves decision-making regarding the contract with said firm. In the event that the service of the Corporation agent precedes his or her employment for a firm contracted by the Corporation, said agent shall either be reassigned to a non-conflicting position by the Board or dismissed from service. Recusal from individual decisions will not be exercised as a valid alternative to this policy because of the anticipated questionable situations that may arise.

Section 6: Members: Membership shall consist only of the members of the Board of Directors.

Article IV
Removal of Officers and Agents

Any officer or agent may be removed by a vote of two-thirds of the Board of Directors whenever in the judgment of the Board of Directors the business interests of the Corporation will be served thereby.

Article V
Meeting of Directors

Section 1: Location: Meetings of the Directors may be held at such places within or without the State of North Dakota or South Dakota as may be designated by the Board of Directors.

Section 2: Regular Meetings: The Board of Directors shall hold no less than two regular meetings, including an annual election meeting. The location, date, and time of the regular meetings shall be designated by the Board of Directors.

Section 3: Special Meetings: Special meetings of the Board of Directors may be called by any two Board members with at least five (5) days written notice to all members of the Board. Additionally, a special meeting of the Board of Directors may be called by the president, if any, with at least twenty-four (24) hours notice. Such notice of special meeting shall include a statement of the purpose of the meeting as well as the date, time, and location of the special meeting.

Section 4: Quorum: A quorum shall be a majority of the number of members of the Board of Directors then fixed by the Corporation's Bylaws, excluding vacancies.

Section 5: Manner of Meeting. Any meeting may be held via telephone, conference, video conference or other forms of electronic communication or any other manner or combination of manners agreed to by the Board of Directors.

Section 6: Committees: The Board of Directors shall establish such committees and the powers thereof as may be reasonable, necessary or convenient for the purposes of the Corporation. In addition, the Board of Directors may delegate any of its authority or power to a committee or individual in such manner as the Board of Directors may deem appropriate.

Section 7: Action by Unanimous Written Consent. If the Board of Directors shall severally or collectively consent in writing to any action to be taken by the Corporation, such action shall be as valid a corporate action as though it had been authorized as a meeting of the Board of Directors.

Article VI Contributions and Depositories

Section 1: Contributions: Any contributions, bequests, gifts, payments, income or other monies made to or belonging to the Corporation shall be accepted or collected and deposited only in such manner as shall be designated by the Board of Directors.

Section 2: Depositories: The Board of Directors shall determine what depositories shall be used by the Corporation, so long as such depositories are located within the State of North Dakota or South Dakota.

Article VII Tax Year

The Corporation shall operate on a Calendar Tax Year beginning the 1st day of January and ending the 31st day of December each year.

Article VIII Amendments

These Bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors at any regular meeting or special meeting, provided that the amendment has been submitted to the Board in writing at least thirty (30) days prior thereto.

Article IX
Reporting and Records Maintenance

All committee reports shall be submitted to the Board secretary for distribution to the Board of Directors no later than three (3) days prior to an announced Board meeting.

Article X
Incorporator

The name and address of each initial trustee of the Corporation is as follows:

Perry D. Vogel
703 Barley Ct
Grand Forks, ND 58201-8066

Paul W. Mammenga
12345 396th Ave
Columbia, SD 57433-7100

“Each named incorporator has read the foregoing Bylaws, know the contents, and shall adopt policies and conduct activities in agreement with the statements made therein. In witness whereof, each incorporator has hereunto subscribed their name and date.”

Signature:	Date:	Signature:	Date:
/s/ Perry D. Vogel	7/18/12	/s/ Paul W. Mammenga	7/15/12

For questions or additional information, contact Perry D. Vogel by e-mail at pvogel@gra.midco.net or telephone at (218)791-3689 about these Bylaws.