

**AMENDED AND RESTATED BYLAWS
OF
WEST FARGO EVENTS, INC.
A NOT-FOR-PROFIT CORPORATION**

**ARTICLE I
ORGANIZATION**

1.1 Name of Organization. The name of the organization shall be West Fargo Events, Inc. (the "Organization").

1.2 Organization Seal. Any officer of the Organization may adopt and commission an organizational and/or corporate seal; however, contracts, bank resolutions, and other legal documents shall not require this seal of the Organization in order to be valid, binding and enforceable obligations of the Organization.

1.3 Name Change. The Organization may at its pleasure by a vote of the Board of Directors change its name.

**ARTICLE II
OFFICES AND AGENTS**

2.1 Principal Office. The principal office of the Organization shall be located at 320 32nd Avenue West Suite 220, West Fargo, ND 58078. The Organization may have other offices and places of business at such locations within the State of North Dakota as determined by the Directors.

2.2 Registered Office. The registered office of the Organization, as required by Chapter 10-33 of the North Dakota Century Code, shall be maintained within the State of North Dakota and it may be, but need not be, identical with the principal office if located in the State of North Dakota. The address of the registered office of the Organization may be changed from time to time as provided in these Bylaws and Chapter 10-33 of the North Dakota Century Code.

2.3 Registered Agent. The Organization shall maintain a registered agent within the State of North Dakota as required by Chapter 10-33 of the North Dakota Century Code. Such registered agent may be changed from time to time.

**ARTICLE III
PURPOSES**

The Organization is organized exclusively for charitable, religious, educational, and scientific purposes, including creating, organizing, and implementing community events for all ages in the city of West Fargo and the surrounding area, and also including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE IV
MEMBERSHIP**

The Organization shall have no members and no capital stock. Any membership rights authorized by Chapter 10-33 of the North Dakota Century Code shall be vested in the Board of Directors.

**ARTICLE V
BOARD OF DIRECTORS**

5.1 Number. The business affairs, activities, and property of the Organization shall be managed, directed, governed, and controlled, and the powers of the Organization shall be vested in and exercised by a Board of Directors composed of not less than nine (9) members ("Directors"). The Board of Directors may change the number of Directors from time to time by amending these Bylaws.

5.2 Qualifications. All Directors shall be natural persons of the age of eighteen (18) years or older. Directors do not need to be residents of the State of North Dakota.

5.2.1 *Original Composition*. Prior to the effective date of these Amended and Restated Bylaws (the "Transition Date"), the composition of the Board of Directors was as follows:

5.2.1.1 Two (2) Directors shall be members of the West Fargo School Board appointed by the West Fargo School Board ("WFSB Directors");

5.2.1.2 Two (2) Directors shall be members of the City of West Fargo City Commission appointed by the City of West Fargo City Commission ("WFCC Directors");

5.2.1.3 Two (2) Directors shall be members of the City of West Fargo Park District Board appointed by the City of West Fargo Park District Board ("WFPD Directors"); and

5.2.1.4 Three (3) Directors shall be at large directors who must submit applications to the appointed Directors referenced in Sections 5.2.1.1 through 5.2.1.3 who shall select the at large directors ("At Large Directors").

5.2.2 *Transitioned Composition*. As of the Transition Date, and upon completion of the transition process described in Section 5.2.3, the composition of the Board of Directors shall be as follows:

5.2.2.1 One (1) Director shall be a member of the West Fargo School Board appointed by the West Fargo School Board ("WFSB Director");

5.2.2.2 One (1) Director shall be a member of the City of West Fargo City Commission appointed by the City of West Fargo City Commission ("WFCC Director");

5.2.2.3 One (1) Director shall be a member of the City of West Fargo Park

District Board appointed by the City of West Fargo Park District Board ("WFPD Director"); and

5.2.2.4 Six (6) Directors shall be appointed at large ("At Large Directors").

5.2.3 *Transition Process.* To transition to the composition described in Section 5.2.2:

5.2.3.1 The WFSB Director seat occupied as of the Transition Date by Dan Schaeffer ("Schaeffer") shall transition on the Transition Date to a seat for an At Large Director; provided, however, that Schaeffer shall be deemed an At Large Director until such seat is filled as described in Section 5.3.4.

5.2.3.2 The WFCC Director seat occupied as of the Transition Date by Mark Simmons ("Simmons") shall transition on the Transition Date to a seat for an At Large Director; provided, however, that Simmons shall be deemed an At Large Director until such seat is filled as described in Section 5.3.4.

5.2.3.3 The WFPD Director seat occupied as of the Transition Date by Ryan Gellner ("Gellner") shall transition on the Transition Date to a seat for an At Large Director; provided, however, that Gellner shall be deemed an At Large Director until such seat is filled as described in Section 5.3.4.

5.3 Term of Office. Directors of the Board of Directors shall serve until such Directors' successors are duly appointed or selected.

5.4 Powers and Duties. The Board of Directors shall have all the powers and duties necessary, appropriate, or convenient for the administration of the affairs of the Organization and for the management and operation of the Organization's property and activities and may do and perform all acts and things as are not prohibited by law, the Articles of Incorporation, or these Bylaws. These duties and power of the Organization shall include, but not be limited to:

5.4.1 Establishing and reviewing board policies governing the Organization and its operations;

5.4.2 Ensuring adequate resources for operation of the Organization; helping to identify, cultivate, solicit and acknowledge donors;

5.4.3 Establishing and supervising adequate accounting and financial procedures;

5.4.4 Promoting the goals and purposes of the Organization and evaluating the Organization against such goals and purposes; and

5.4.5 Employing on behalf of the Organization an executive director and defining the duties and responsibilities of the executive director in a written job description.

Anything in these Bylaws to the contrary notwithstanding, the Board of Directors is not

empowered to perform any activity on behalf of the Organization not permitted to be carried on by an organization exempt from Federal income taxation under Section 501(c)(3) of the United States Internal Revenue Code.

5.5 Compensation. Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Nothing herein shall preclude any Director from serving the Organization in any other capacity and receiving compensation therefor.

5.6 Resignation, Vacancies; Removal.

5.6.1 Resignation. Any Director may resign at any time by giving written notice to the President of the Board of Directors, who shall announce the resignation to the full Board of Directors at the next regular meeting of the Board of Directors. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.6.2 Vacancies. Any vacancy occurring on the Board of Directors by reason of resignation, removal, death, or otherwise shall be filled in the manner the seat of such vacating Director is to be filled in the ordinary course.

5.6.3 Removal. Any Director may be removed by majority vote of the remaining Directors.

ARTICLE VI MEETINGS

6.1 Time and Place of Meetings. The annual meeting of the Organization shall be held as determined by the Board of Directors and pursuant to the North Dakota Century Code. The Secretary shall cause notice of the time and place of such annual meeting to be provided to all Directors.

6.2 Regular Meetings. Regular meetings of the Organization shall be held within the City of West Fargo or another location as determined by the Board of Directors.

6.3 Quorum and Adjourned Meetings. The presence of not less than Fifty Percent (50.00%) of the Board of Directors shall constitute a quorum and shall be necessary to conduct the business of the Organization; but a lesser percentage may adjourn the meeting for a period of not more than four (4) weeks from the date scheduled by these Bylaws and the Secretary shall cause a notice of this scheduled meeting to be sent to all those Directors who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

6.4 Special Meetings. Special meetings of the Organization may be called by the President when he or she deems it for the best interest of the Organization or by two (2) Directors when they deem it for the best interest of the Organization.

6.4.1 Notices. If possible, notices of such meeting shall be mailed by the

Secretary to all Directors at least ten (10) days before the scheduled date set for such special meeting; otherwise, the Secretary shall notify all Directors of the scheduled date set for such special meeting through electronic means. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called.

6.5 Parliamentary Rules. All meetings of the Board of Directors shall comply with parliamentary rules and procedures outlined in the most recent edition of Robert's Rules of Order for small boards, except to the extent those rules are inconsistent with any rules adopted by the Board of Directors or are inconsistent with the provisions of these Bylaws or applicable North Dakota law.

ARTICLE VII VOTING

7.1 Voting.

7.1.1 At all meetings, except for the election of officers and the selection of Directors, all votes shall be by voice. For the election of officers and the selection of Directors, all votes shall be cast by ballots. Ballots shall be provided by the Secretary and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot. At any regular or special meeting, if a majority so requires, any question may be voted upon by casting ballots.

7.1.2 Each Director shall have one (1) vote on matters before the Board of Directors. Each Director shall cast a vote on all matters before the Board of Directors unless the Director has a conflict of interest prohibiting him or her from casting a vote. Except as otherwise provided herein, all decisions before the Board of Directors shall be determined by a simple majority vote of the Directors present. Directors are not permitted to vote by proxy.

7.1.3 At all votes by ballot, the chair of such meeting (as set forth herein) shall, prior to the commencement of balloting, appoint a committee of three (3) who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify the results in writing to the chair. Such certified copy of the results shall be physically affixed in the minute book to the minutes of that meeting. No Inspector of Election shall be a candidate for office or shall be personally interested in the question voted upon.

ARTICLE VIII ORDER OF BUSINESS

8.1 Order of Business. The order of business at the regular meetings and, to the extent appropriate, at all other meetings of the Board of Directors will, unless modified by the chair of such meeting, be:

8.1.1 Roll Call.

8.1.2 Reading of the Minutes of the preceding meeting.

8.1.3 Approval of meeting's agenda.

- 8.1.4 Reports of Committees.
- 8.1.5 Reports of Officers.
- 8.1.6 Old and Unfinished Business.
- 8.1.7 New Business.
- 8.1.8 Adjournments.

ARTICLE IX OFFICERS

9.1 Number and Designation. The initial officers of the Organization shall be as follows:

President: Mark Simmons
Vice President: Dan Schaeffer
Secretary: Mike Amundson
Treasurer: Eddie Sheeley

9.2 The President. The President shall preside at all Board of Directors' meetings. He or she shall be present at each annual meeting of the Organization and prepare an annual report of the work of the Organization. He or she shall see all books, reports and certificates required by law are properly kept or filed. He or she shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

9.3 The Vice President. The Vice President shall preside at all Board of Directors' meetings in the absence of the President. In the event both the President and the Vice President are absent from a meeting, the Directors present at the meeting shall appoint an acting chair for that meeting.

9.4 The Secretary. The Secretary shall keep the minutes and records of the Organization in appropriate books. It shall be his or her duty to file any certificate required by any statute, federal or state. He or she shall give and serve all notices to Directors of this Organization. He or she shall be the official custodian of the records and seal of this Organization. He or she shall present to the Directors at any meetings any communication addressed to them as Secretary of the Organization. He or she shall submit to the Board of Directors any communications which shall be addressed to them as Secretary of the Organization. He or she shall attend to all correspondence of the Organization and shall exercise all duties incident to the office of Secretary.

9.5 The Treasurer. The Treasurer shall oversee the management and reporting of the Organization's finances. The Treasurer shall work with the Organization's accountants and bookkeepers to ensure the financial objectives of the Organization are met. He or she shall render, at stated periods as the Board of Directors shall determine, a written account of the finances of the Organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. He or she shall exercise all duties incident to the office of

Treasurer. In the event of vacating this office, duties shall fall to the President until a replacement is elected.

9.6 Compensation. No officer shall, for reason of his or her office, be entitled to receive any salary or compensation. Nothing herein, however, shall be construed to prevent an officer from receiving any compensation from the Organization for duties other than as an officer.

9.7 Elections. The Board of Directors shall hold elections for officers during its annual meeting. Officers shall be appointed by a majority vote of the Board of Directors.

ARTICLE X FISCAL MATTERS

10.1 Books. The Secretary shall maintain accurate books of account on behalf of the Organization. Each and every Organization transaction shall be entered in such books of account in accordance with generally accepted accounting principles consistently applied. Unless otherwise determined by the Board of Directors, the books of account shall be kept at the business office of the Organization in West Fargo, ND.

10.2 Accounting Method. The Organization's books shall be maintained on the accrual method of accounting unless otherwise determined by the Board of Directors.

10.3 Bank Accounts. All funds of the Organization shall be deposited in the Organization's name in such checking and savings accounts as may be designated by the Secretary. All withdrawals from the Organization's bank accounts shall require authorization of the executive director of the Organization or any of the officers appointed pursuant to Article IX above.

ARTICLE XI SALARIES

The Board of Directors shall hire and fix the compensation of the executive director of the Organization, who may hire and fix the compensation for any and all other employees which he or she, in his or her discretion, determines to be necessary for the conduct of the business of the Organization.

ARTICLE XII COMMITTEES

All committees of the Organization, temporary or permanent, shall be appointed by the Board of Directors and their term of office shall be for a period of one (1) year or less if sooner terminated by the action of the Board of Directors.

ARTICLE XIII AMENDMENTS

These Bylaws may be altered, amended, repealed or added to by an affirmative vote of not less than Sixty-six and Sixty-seven Hundredths Percent (66.67%) of the Directors.

**ARTICLE XIV
DISSOLUTION**

Upon the dissolution of the Organization, assets shall be distributed for one (1) or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future 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 disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Organization 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.

(acknowledgement page follows)

ACKNOWLEDGEMENT

The undersigned, an authorized officer of the Organization, hereby certifies that the foregoing Amended and Restated Bylaws were duly adopted by action of the Board of Directors of the Organization effective as of the date indicated below.

Dated: _____

Authorized Officer

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