

BYLAWS OF VENTURA VILLAGE

AS AMENDED DECEMBER 14, 1999, NOVEMBER 14, 2000, DECEMBER 12, 2000, JULY 10, 2001, MAY 14, 2002 and JULY 13, 2004

ARTICLE I PURPOSE AND BOUNDARIES

The purpose of this corporation shall be exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code; to undertake charitable and educational activities for residents of the Community; and to initiate programs that will lessen Community tensions, increase communications within the Community, alleviate social and psychological emergencies of people in the Community, combat Community deterioration, and promote Community development.

Community is defined as that area of the City of Minneapolis, Minnesota, bordered by

- Interstate 35W on the West from 22nd Street to Interstate 35W/94 commons
- Interstate 35W/94 commons on the north from Interstate 35W to the former Soo Line railroad tracks
- The former Soo Line railroad tracks on the east from Interstate 94 to 22nd Street
- 22nd Street on the south from the former Soo Line railroad tracks to 17th Avenue
- 17th Avenue on the east from 22nd Street to 24th Street
- 24th Street on the south from 17th Avenue to Chicago Avenue
- Chicago Avenue on the west from 22nd Street to 24th Street
- 22nd Street on the south from Chicago Avenue to Interstate 35W

ARTICLE II MEMBERSHIP

II. Section 1. MEMBERSHIP

There are two member classifications: Class A Community Residents, Class B Real Property Owners. Applicants for membership must apply only through one of the classifications, must designate the classification under which they are applying, and must prove that the Applicant meet the requirements of that classification.

II.1 Subsection A. COMMUNITY RESIDENT MEMBERSHIP.

Class A: Requirements for Residents seeking Ventura Village Membership:

1. Must be a real person who is a renter or homeowner with his/her primary place of abode within Ventura Village.
2. The address of the person applying for membership must be a residential structure or the residential portion of a mixed use structure and it must be certified by the City of Minneapolis for occupancy as a residential structure. A vacant building, a vacant lot, or a commercial building are examples of properties that do not meet this requirement.
3. Must have a valid Minnesota Drivers License or a Minnesota Picture Identification Card that lists the applicant's name, date of birth, and current address within Ventura Village.

II.1 Subsection B. COMMUNITY NON-RESIDENT MEMBERSHIP.

Class B: Requirements of Property Owners who are Businesses, Non-Profit Corporations, Churches, or other Organizations, or Non-Resident Individuals seeking Ventura Village Membership:

1. Only businesses, non-profit corporations, churches, or other organizations, or Non-Resident Individuals that also own Real Property in Ventura Village are eligible for this category of membership.
2. The member must be the Real Property owner, or in the case of a corporation or other entity, a representative may be designated who must be an owner of the entity, a member of the entity's board of directors, or an employee of the entity. Contract workers, volunteers, and consultants are not considered

employees and may not serve as the designated representative. Each qualifying business, non-profit corporation, church, or other entity that owns Real Property in Ventura Village shall designate one person to serve as its representative as a member of Ventura Village and shall have a notarized letter on file with Ventura Village, signed by an officer of the organization, designating that representative by name. An Individual Non-Resident Real Property Owner is not allowed to designate a representative.

3. The Franklin Avenue Business Association (FABA) shall be entitled to membership, and may designate one representative who must be a person who operates a commercial retail business located within Ventura Village. FABA shall have a notarized letter on file with Ventura Village, signed by an officer of the organization, designating their representative by name.
4. If the Real Property is owned by more than one owner,, the owners must select one person to represent their membership. The owners must submit a notarized letter that identifies their one representative by name. This letter must be signed and dated by one of the Real Property owners, or in the case of a corporation or other entity, an officer of the entity.
5. If a Real Property owner (individual, corporation, or other entity) owns more than one Real Property (either individually or as an investor in a corporation or other entity), the owner is entitled to only one membership and not one membership for each Real Property. If the Real Property owner has an ownership share in a Real Property for which a representative is designated that Real Property owner may not obtain membership rights through ownership of any other Real Property within Ventura Village.
6. The applicant must provide an original of the Real Property deed, or must be listed by Hennepin County or the City of Minneapolis as the owner.

II.1 Subsection C. GENERAL REQUIREMENTS FOR ALL CLASSES:

1. A person may apply for membership at any time up to one day prior to a meeting at which they seek to exercise voting rights as a member. Application can not be made on the same day as the meeting. A person can either apply in person at the Ventura Village office or can apply by phone by calling Ventura Village and applying with the secretary or by leaving a message stating his/her name, the proper spelling of his/her name, and whether he/she is applying for membership as a resident or Real Property owner.
2. A person who applies for membership must provide documentation that he/she qualifies for membership.

In the case of a non-resident applicant seeking membership as a Real Property owner (individual or organizational), the applicant must provide the following information:

- A deed listing the applicant as the owner of the Real Property, or if the applicant submits application for membership at least seven (7) calendar days prior to the meeting at which they will be seeking to exercise voting rights as a member, Ventura Village will attempt to verify property ownership using the Hennepin County Property ownership website. If Ventura Village cannot verify ownership or the application for membership is not submitted seven (7) calendar days prior to the meeting, the representative must present the original deed (prior to or at the meeting) to verify property ownership.
 - If the applicant will have a designated representative, a notarized letter signed by an officer of the entity that owns the Real Property that lists the individual as their designated representative.
 - A Minnesota Driver's License or a Minnesota Picture Identification card listing the name and date of birth of the applicant's representative.
3. Documentation verifying eligibility for membership may be presented at the meeting at which an applicant seeks to exercise voting rights as a member provided the applicant has met the application requirements in paragraph 1 above. An applicant seeking to exercise this option, must arrive 30 minutes prior to the scheduled start of the meeting to allow sufficient time for processing the documentation. The scheduled starting time of a meeting will not be delayed for this purpose.
 4. A Member, and a member's designated representative, must be at least 18 years old.
 5. Membership rights can not be assigned to another person unless specifically allowed by these Bylaws.

6. A member whose mail is not deliverable at the address he/she provides will automatically cease to be a member and will need to re-apply in order to re-instate his/her membership.
7. At the time of applying for membership, the applicant must fill out a sheet providing the applicant's current address and membership category, signed by the applicant under penalty of perjury. Once an applicant becomes a member, if the member's address changes, the member must notify the secretary in writing of the change.

II. Section 2. VOTING.

Each member of the Corporation will be entitled to one vote. A member of the Corporation must have signed in at the meeting to be counted as attending the meeting and to exercise his/her voting privileges.

II. Section 3. TENURE.

Membership terms shall be ongoing for as long as a member of the Corporation lives or owns property in the Community or remains the official representative of a qualifying Community church, business or non-profit corporation.

II Section 4. DUES.

There shall be no dues.

II Section 5. TERMINATION AND TRANSFER.

Membership may be terminated by the Board of Directors, upon a three-fourths (3/4) vote, for cause. Membership may be terminated immediately upon resignation, or ceasing to live or own property in the Community.. No member of the Corporation may transfer his/her membership or any right arising therefrom. In the event a designated representative of a member ceases to meet the requirements set forth above, the member shall remain a member. however, if the member is a church, business or non-profit organization, the member must designate another representative in order to exercise membership rights.

II. Section 6. MEETINGS

In compliance with State Statutes including the open meeting law, all Ventura Village meetings, including membership meetings, meetings of the Board of Directors and any committees of the Board shall be open to any member of the Corporation and the public.

II.6 Subsection A. ANNUAL MEMBERSHIP MEETING

There shall be held at least one (1) annual meeting of the Corporation's membership during December of each calendar year at a time and place set by the Board of Directors. At such time, reports of the activities of the Corporation shall be presented by the Officers to the membership, Board of Directors elected and other membership business transacted.

II.6 Subsection B. SPECIAL MEMBERSHIP MEETINGS.

Special membership meetings may be called at any time by the Chair or in his/her absence, by the Vice Chair. A special membership meeting may also be called upon the request in writing by a majority of the members of the Board of Directors or by one-tenth (1/10) of the membership of the Corporation. A written request for a special membership meeting must be submitted to the Chair who must schedule the meeting to occur no earlier than 30 calendar days and to later than 90 calendar days after receipt of a valid written request. A written request for a special membership meeting shall state the purpose for calling the meeting. The purpose can not conflict with other provisions as set forth in these Bylaws, Articles of Incorporation, or State Statutes.

II.6 Subsection C. NOTICE

Notice of any meeting of the membership, including a written agenda, shall be mailed at least three (3) calendar days but no more than thirty (30) calendar days prior to the annual membership meeting and to any special membership meeting to be held within 90 days after receipt of the demand for such a meeting and shall specify the time and place of the meeting.

Agenda items requiring action of the membership must be submitted to the Secretary at least seven (7) calendar days prior to the membership meeting, except that any issue requiring a flyering of Ventura Village, Inc. must be submitted fourteen (14) days prior to that meeting. If an agenda item is received after the

notice for that meeting has been mailed, it shall not be placed on the agenda for that meeting but shall be placed on the agenda of a future meeting for which proper notice may be given.

II.6 Subsection D. MAILING OF NOTICE

If notice is given by mail, such mail shall be deemed delivered when deposited in the United States mail addressed to the most recent address provided by the member, with postage thereon prepaid.

II.6 Subsection E. PLACE OF MEETINGS

Meetings of the Corporation's membership may be held at any suitable location within Ventura Village, or as designated by the Board of Directors.

II.6. Subsection F. VOTING, QUORUM AND PROXIES

II.6.F(1) Passage of a motion or resolution shall require the vote of a majority of the members of the Corporation voting at the meeting unless otherwise required by law, or otherwise required by these Bylaws, or in situations where Robert's Rules of Order require a higher percentage.

II.6.F(2) A quorum for the transaction of business at the annual membership meeting or a special membership meeting shall consist of at least 5% of the members of the Corporation as of the date two days prior to the date meeting.

II.6.F(3) Proxies are specifically prohibited.

II.6.Subsection G. RULES

Meetings of the members shall be conducted according to Robert's Rules of Order. Special rules adopted by a two-thirds (2/3) vote of the Board of Directors and rules delineated in these Bylaws shall have precedence where there is a conflict with Robert's Rules of Order.

II.6. Subsection H REQUIRED AGENDA ITEMS

All items of business that require flyering and all committee recommendations (except for the Executive committee) shall require the calling of a membership meeting and a vote by the members in order for action to be taken.

II.6. Subsection I FLYERING

Items that require review by Ventura Village acting in its official capacity as the City designated citizen participation organization and requests for zoning changes/variances shall require flyering. The flyer must state the action that is requested and must state the day, time, and place of the Ventura Village membership meeting at which the item will be placed on the agenda for discussion and action.

A posting paid for and submitted by the requesting party in a newspaper distributed door-to-door within Ventura Village will constitute required flyering for that meeting. Otherwise, flyering must be paid for and conducted by the requesting party and completed within two (2) blocks of the proposed property subject to discussion. Flyering must be completed no earlier than seven (7) calendar days and no later than 48 hours prior to the meeting. Copies of the flyer must be brought to the membership meeting for review. If a copy of the flyer is not brought to the meeting, the agenda item subject to the flyering requirement shall be postponed and no action shall be taken. The requesting party must also submit a notarized letter stating that the required flyering has been completed.

II. Section 7. GIFTS

Members of the Corporation may accept on behalf of the Corporation and immediately turn over to the Treasurer any contributions, gifts, and/or bequests for the general benefit of the Corporation and the Community.

**ARTICLE III
BOARD OF DIRECTORS**

III Section 1. GENERAL POWERS

III.1 Subsection A. RESPONSIBILITIES.

The business, affairs, and property of the Corporation shall be managed and controlled by its Board of Directors. The Board of Directors may exercise all such powers and do all such things as may be exercised or done by the Corporation, subject to the Articles of Incorporation, these Bylaws and all applicable law. Directors shall receive no compensation for their services as Directors but this shall not restrict the reimbursement for reasonable expenses incurred by a Director, or the payment of reasonable compensation to a Director when he/she renders professional or other bona fide services to this Corporation in a capacity other than as a Director or member of this Corporation.

III.1 Subsection B. EMPLOYEES

The Board of Directors shall have the power to employ and dismiss employees of the Corporation, who shall have such power and authority as may be delegated to them by the Board of Directors.

III Section 2. NUMBER, TENURE, QUALIFICATIONS, AND ELECTION

III.2 Subsection A. NUMBER

The Board of Directors shall consist of at least seven (7), but no more than fifteen (15) Directors as follows:

III.2.A (1) Anyone who is a member of the Corporation.

III.2.A (2) At least seventy-five percent (75%) of the Directors positions must be persons who reside in Ventura Village as defined in Article I of these Bylaws.

III.2. Subsection B. TENURE

The term of Director shall be three (3) years commencing at the first meeting (Board meeting or membership meeting) following the annual meeting at which he/she is elected and ending three calendar years later. Directors may serve more than one term subject to reelection.

III.2. Subsection C. ELECTION

Each year, one-third (1/3) of the positions on the Board of Directors shall be open for election at the annual membership meeting.

For the eleven Directors elected at the December 2003 Annual Membership meeting, lots shall be drawn to determine tenure. Five (5) current Directors shall be assigned terms ending in December 2006. Five (5) current Directors shall be assigned terms ending in December 2005. One (1) current Director shall be assigned a term ending in December 2004.

Members of the Corporation seeking election to the Board of Directors, whether nominated by themselves or another, shall register their name, address, phone number, membership category (as defined in Article II Section 1), and place of primary residence at the corporate office fourteen (14) calendar days prior to the scheduled election. Nominations submitted by mail shall be addressed to the Ventura Village mailing address and postmarked no later than fourteen (14) days prior to the scheduled election. Said registration shall be available to the public at least three (3) and no more than thirty (30) days prior to the Annual meeting or special meeting at which the election of Directors is held. Nominations for election to the Board of Directors will not be accepted from the floor.

III. Section 3. VACANCIES

Vacancies on the Board of Directors, no matter how caused, may be filled by the membership at a membership meeting for which proper notice has been given. Nominations shall be made in accordance with Article III.2.Subsection C. Vacancies shall be filled to maintain the seventy-five percent (75%) residency requirement. Nominations may be received from any member of the Corporation.

III. Section 4. MEETINGS OF THE BOARD OF DIRECTORS

III.4. Subsection A. MEETINGS

The Board of Directors shall meet at least ten (10) times each year at a time and place as may be fixed by resolution of the Board of Directors. Meetings shall be conducted according to Robert's Rules of Order. Special rules adopted by a two-thirds (2/3) vote of the Board of Directors and these Bylaws shall have precedence where there are conflicting rules.

III.4. Subsection B. NOTICE

Written notice of regular monthly meetings of the Board of Directors shall be distributed to all Directors at least three (3) calendar days and no more than thirty (30) calendar days prior to the meeting.

Agenda items requiring action of the Board of Directors must be submitted to the Secretary at least three (3) calendar days prior to that meeting. If an agenda item is received after the notice for that meeting has been mailed, it shall not be placed on the agenda for that meeting but shall be placed on the agenda of a future meeting for which proper notice may be given.

III.4.Subsection C. SPECIAL MEETINGS OF THE BOARD OF DIRECTORS

Special meetings of the Board of Directors may be called by the Chair on the request of any Director and shall be called by the Chair on a request of a majority of the Directors. Notice of a special meeting of the Board of Directors shall be given at least forty-eight (48) hours in advance of the meeting by the Chair or Secretary by mail, personal contact by telephone, e-mail, or in person. Such notice shall include agenda items to be discussed.

III.4 Subsection D. WAIVER OF NOTICE

Required notice of any meeting of the Board of Directors may be waived by any Director in writing before, at, or after a meeting. Appearance at any meeting by any Director shall be deemed a waiver of such required notice.

III.4. Subsection E. POSTING OF NOTICE

If notice is given by mail, such mail shall be deemed delivered when deposited in the United States mail addressed to the last address provided by the Director, with postage thereon prepaid. Notices given by e-mail shall be deemed to be delivered when the mail is sent and not returned as not deliverable.

III.4. Subsection F. BOARD ACTION WITHOUT A MEETING

Any action which might be taken at a meeting of the Board of Directors may be taken without a meeting if such action is initiated by the Chair or in his/her absence the Vice Chair and if such action is taken in writing and signed by a majority of the Directors including a majority of the members of the Executive Committee, and delivered to the Secretary within three (3) business days of the written action. Such action shall be ratified or rejected at the next regular monthly meeting of the Board of Directors.

III Section 5. QUORUM AND VOTING

III.5. Subsection A. VOTING

Passage of a motion or resolution shall require a vote of the majority of those Directors present and voting unless otherwise provided in these Bylaws.

III.5. Subsection B. QUORUM

Except as otherwise provided in these Bylaws, a quorum for the transaction of business shall consist of a majority of the Board of Directors. Once a quorum has been reached, business may be transacted for the duration of the meeting.

III Section 6. REMOVAL OF DIRECTORS

III.6. Subsection A. FAILURE TO ATTEND MEETINGS

Any Director missing four or more Board meetings in the course of a twelve month period may be removed from office. A Director will receive a written notice after three (3) unexcused absences. A removal from the Board of Directors based on attendance may be appealed to the Executive Committee prior to the next regular monthly meeting of the Board of Directors. If the Director is dissatisfied with the Executive Committee's findings, he/she may submit an appeal to the Board of Directors no less than three (3) days prior to the next regular monthly Board meeting. The final decision will be based on the majority vote at the Board meeting, not including the vote of the Director who was removed. If a Director is reinstated after four (4) absences and then is absent again, within the subsequent twelve months after reinstatement, without excuse, the Director will be removed from the Board without opportunity for appeal.

III.6. Subsection B.

Any Director may be removed from office, with cause, by a three-fourths (3/4) vote of the entire Board of Directors at a regular or special meeting called for that purpose but with due notification of such action and the right to be heard thereon.

III.6 Subsection C.

Any Director who ceases to qualify for membership in the Corporation shall automatically be removed as a Director, except for failing to qualify for membership due to having mail returned. In the case of returned mail, it must be verified that the mail can no longer be delivered to the Director at the address and/or that the mailing address is correct.

III. Section 7 COMMITTEES

III.7. Subsection A ESTABLISHMENT OF COMMITTEES

The Board of Directors may appoint such committees as it may from time to time deem appropriate. Creation of a committee, unless otherwise provided in these Bylaws, requires approval by a majority vote of the entire Board of Directors.

III.7. Subsection B QUALIFICATIONS

Unless otherwise provided in these Bylaws, committee members need not be Directors, but must be members of the Corporation, or the designated voting representative of a member who is a business, non-profit corporation, church or other organization located in the Ventura Village Neighborhood.

III.7. Subsection POWERS

Unless otherwise provided in these Bylaws, committees are only advisory in nature and may not take any action without the specific direction and authorization of the Board of Director.

ARTICLE IV
OFFICERS

IV. Section 1. OFFICERS

The officers of the Corporation shall consist of the Chair, the Vice Char, the Secretary, and the Treasurer. Except as otherwise provided in these Bylaws, the Board of Directors shall fix the powers, duties, and compensation of all officers.

IV. Section 2. ELECTION, TERM OF OFFICE, AND QUALIFICATIONS

The officers shall be elected by the of the Board of Directors from among its Board members at the first regularly scheduled monthly meeting of the Board of Directors following the annual meeting of the Corporation. The officers shall serve for one (1) year; or until their successors have been elected; or until their earlier resignation; or end of term as Director unless reelection to the Board of Directors; or removal from office; or death. All officer candidates shall understand and agree to fulfill the duties prescribed in these Bylaws.

IV. Section 3. REMOVAL AND VACANCIES

Any officer may be removed from office at any time by the vote of three-fourths (3/4) of the entire Board of Directors, with cause, but with due notification of such action and the right to be heard thereon. If there is a vacancy among the officers of the Corporation by reason of ceasing to qualify as a member of the Corporation, resignation or otherwise, such vacancy shall be filled for the unexpired term by the Board of Directors at a regular meeting or a special meeting called for that purpose.

IV. Section 4 CHAIR

The Chair shall have the power of general management of the business of the Corporation. The Chair shall be a resident of Ventura Village as legally defined. He/she shall preside or delegate such authority at all meetings of the Board of Directors and of the membership. He/she shall be the chief executive officer of the Corporation and shall see that all orders and resolutions of the Board and of the membership are carried into effect. He/she shall be a member ex officio of all committees. He/she shall carry out the duties of signatory agent and may execute documents on behalf of the Corporation under that title. The Chair shall be entitled to vote on all matters before the Board and of the membership in the same manner as any other member of the Corporation. In general, the Chair shall perform all duties usually incident to that office and such other duties as the Board/membership may prescribe.

IV. Section 5 VICE CHAIR

The Vice Chair shall have such powers and perform such duties as may be specified in the Bylaws or prescribed by the Board of Directors or by the Chair. The Vice Chair shall be a resident of Ventura Village as legally defined. In the event of absence or disability of the Chair, the Vice Chair shall succeed to his/her powers and duties.

IV. Section 6. SECRETARY

The Secretary shall be secretary of the meetings of the Board of Directors and of the membership, not including committees, and shall insure recording of all regular and special meetings of the Board of Directors and of the membership in the appropriate minute book of the Corporation. He/she shall assure proper notice of meetings to the Board of Directors and the membership. He/she may sign and execute such documents as may be necessary to the transaction of business by the Corporation. He/she shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the Chair.

IV. Section 7. TREASURER

The Treasurer shall cause to be kept accurate accounts of all monies of the Corporation received or disbursed and shall render to the Board of Directors or the Chair, whenever required, an account of the financial condition of the Corporation and shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the Chair. The Treasurer shall be responsible for supervising the receipt, deposit, and disbursement of funds of the Corporation in accordance with the policies established by the Board of Directors and accepted accounting procedures. The Treasurer will arrange for providing quarterly reports to the Board of Directors. The Treasurer shall maintain all insurance coverage including but not limited to Directors and Officers insurance and liability insurance. The Treasurer shall be responsible for making insurance premium payments in a timely manner. The Treasurer shall be responsible for making all payroll taxes payments in a timely manner. The Treasurer shall submit monthly written reports to the Executive Committee.

IV. Section 8. EXECUTIVE COMMITTEE

The Chair, Vice Chair, Secretary, and Treasurer shall constitute the Executive Committee which shall perform the functions of the Board of Directors in the interim between Board of Director meetings, subject to the ratification of a majority vote at the next regularly scheduled or special Board of Directors meeting.

ARTICLE V SEAL, BOOKS AND RECORDS. AUDIT, FISCAL YEAR, OFFICES

V. Section 1. SEAL

The Corporation shall have no seal.

V. Section 2 BOOKS AND RECORDS

Ventura Village official records shall consist of the following:

1. Articles of Incorporation and Bylaws
2. Minutes of membership, the Board of Directors, and committee meetings.
3. Financial statements, balance sheets for annual accounting periods, and audits.
4. Voting agreements and contracts.

Records shall be kept for a period of six years.

A member of the Corporation or a Director, or the agent or attorney of a member or Director, may inspect Ventura Village records as defined above solely for purposes related to their interest as a member of the Corporation or Director. Inspection of records shall occur at a reasonable time. Such request must be in writing and signed by the member or Director and delivered to the Chair. A member of the Corporation or of the Board of Directors may not use, or furnish to another to use, Ventura Village records for any purpose other than a purpose related to their interest as a member of the Corporation or of the Board of Directors. The member of the Corporation or of the Board of Directors requesting copies of records shall pay for the cost of providing the copies.

V. Section 3 AUDIT

If the annual expenditures of the Corporation exceed \$10,000, the Board of Directors shall cause the records and books of account of the Corporation to be audited within six (6) months following the end of each fiscal year and at such other times as the Board of Directors deems appropriate.

V. Section 4 FISCAL YEAR

The fiscal year of the Corporation shall end ~~in~~ on December 31st of each calendar year.

V. Section 5 PRINCIPAL OFFICE

The principal office of the Corporation shall be within the legally defined boundaries of Ventura Village.

V. Section 6 REGISTERED OFFICE

The registered office of the Corporation shall be within the defined boundaries of Ventura Village in the City of Minneapolis, Minnesota. The registered office need not be identical with the principal office of the Corporation and may be changed from time to time by the Board of Directors.

V. Section 7 OTHER OFFICES

The Corporation may have other offices at such places within and without the State of Minnesota as the Board of Directors may from time to time determine.

ARTICLE VI
CONFLICT OF INTEREST

A conflict of interest exists if any Director, committee member, staff, consultant, member of the Corporation, any person eligible to be a member of the Corporation, any organization for which a voting member is acting on behalf of, or any immediate family member of any of the forgoing listed individuals will directly or indirectly financially benefit from an action taken by Ventura Village. A conflict of interest pertains only to the current situation and not to potential future conditions or circumstances.

A conflict of interest does not exist in a situation where Ventura Village is establishing programs or allocating funding to such programs that may provide future benefit to significant numbers of members of the Corporation including members who participate in establishing those programs as long as no member of the Corporation receives preferential access to those programs other than belonging to a specific class of individuals to whom the program is targeted.

When a conflict of interest exists, the individual must state the nature of the conflict of interest at the meeting at which the item is under consideration and must abstain from voting. However, the individual may participate in discussion and debate regarding the item on which he/she has a conflict. The individual may also be counted toward a quorum.

If a conflict of interest has not been stated, the Chair or the person presiding at the meeting must state that a conflict of interest exists when he/she is aware that a conflict of interest exists. The ruling is open to challenge following Robert's Rules of Order.

Knowingly failing to disclose a conflict of interest may constitute good cause for removal of voting privileges as a member of the Corporation, removal as a Director, or termination of employment of an employee. Employees or consultants may be reassigned if they are working on matters involving a conflict of interest.

ARTICLE VII
INDEMNIFICATION

VII. Section 1 INDEMNIFICATION

The Corporation acting through its Board of Directors, or as otherwise provided in this Bylaw, shall as fully as may be permitted from time to time by the statutes and decisional law of the State of Minnesota or by any other applicable rules or principles of law, indemnify each officer of the Corporation against the expense of any action to which he/she was or is a party or is threatened to be made a party by the reason of the fact that he/she is or was an officer of the Corporation. Any provision in these Bylaws which would prevent such indemnification to the full extent permitted by law as it may from time to time be expanded by in the event that it is determined that the officer partially or completely failed to meet applicable standard of conduct, or if no determination is reached within a reasonable time, the officer may apply to the District Court of the State of Minnesota for a determination of his/her right to indemnification and the result of any prior determination of that right by disinterested Directors

or by independent legal counsel shall not be entered into evidence or considered by the court in its independent determination.

VII. Section 2 DEFINITIONS

As used in this Section VII:

- (1) the term officer means any current, former, or future Director, officer, committee chair, employee, or agent of this Corporation or, at the request of this Corporation, of any partnership, joint venture, trust, or other enterprise,
- (2) the rights of indemnification under this Bylaw shall inure to the benefit of the heirs, executors, and administrators of any such persons,
- (3) the term action means any threatened, pending, or completed claim, legal action, or proceeding, wherever brought, whether civil, criminal, administrative, or investigative, including those by or in the right of the Corporation and whether or not involving an act or omission of an officer in his/her capacity as such and whether or not he/she is an officer at the time of such action, and
- (4) the term expenses of any action shall include attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonable incurred by the officer in connection with an action.

VII. Section 3 STANDARD OF CONDUCT

Indemnification of an officer shall be determined in accordance with insurance maintained by the Corporation.

In addition, an Officer or Director shall be indemnified with respect to any action (other than an action by the Corporation to procure a judgment in its favor) if the Officer or Director acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interest of the Corporation, and, if the action is a criminal action, that he/she had no reasonable cause to believe his/her conduct was unlawful.

If the action is an action by the Corporation to procure a judgment in its favor, then in addition to the requirements of the preceding sentence, an Officer or Director shall be indemnified only if he/she is not adjudged to have engaged in misconduct in the performance of his/her duty to the Corporation. He/she shall be indemnified only to the extent that the court in which action was brought determines that, in view of all circumstances, such person's expenses were fairly and reasonably incurred by him/her in connection with such action. The person will also be indemnified if indemnification is ordered by a court.

In all other cases an Officer or Director shall be indemnified, only as authorized by the Board of Directors by a unanimous vote of the Directors upon the recommendation by independent legal counsel in a written opinion. The Board of Directors shall consider whether the Officer or Director met the applicable standard of conduct set forth above. The determination may be made that the Officer or Director is entitled to indemnification as to some matters even though not so entitled to others.

The termination of any action by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the Officer or Director acted in a manner which would not entitle him/her to indemnification under this Bylaw.

VII. Section 4 DETERMINATION OF CONDUCT

If a Director or Officer is not successful on the merits, and a court has not determined that indemnification is required by law, a Director or Officer seeking indemnification must seek a determination that he/she met the applicable standard of conduct set forth above. The Directors may only approve indemnification in such by a unanimous vote of the Directors who were not parties to such action. The disinterested Directors may seek the opinion of independent legal counsel in a written opinion, prior to a vote on such indemnification.

VII. Section 5 EXPENSES ADVANCE

Expenses incurred in defending an action may be paid by the Corporation in advance of the final disposition of such action if authorized by the Board of Directors in the manner provided in Section 3 of this Article VII.

VII. Section 6 NONEXCLUSIVITY

The indemnification provided by this Bylaw shall not limit any other indemnification to which an officer may be entitled under any agreement or vote the Directors (other than the Director seeking Indemnification).

VII. Section 7 INSURANCE

The Corporation shall purchase and maintain insurance on behalf of Directors and Officers against any liability asserted against the Directors and Officers in their official capacity. A copy of the insurance policy indicating that

the premium has been paid shall be given to each Director upon his/her election and annually thereafter if reelected.

VII. Section 8. EMPLOYEES

All employees will be terminated immediately if notices is received and verified that there has been a failure to pay payroll taxes of the Corporation, unless the Corporation has inadvertently failed to pay the payroll taxes and sufficient funds are available to pay the full payroll taxes due.

ARTICLE VIII GRIEVANCES

Any grievance with Ventura Village's programs, staff, or Directors, including the conduct of committee(s), task force(s), Board of Directors meetings, or membership meetings, shall be made in writing on a designated grievance form, one grievance per form, stating the exact nature of the grievance, supporting documentation, and the desired recourse. The completed grievance form shall be submitted. After receiving the grievance form, the Executive Committee or the Board of Directors shall have up to sixty (60) business days to review and take action on the grievance. The Board of Directors shall adopt a uniform policy for the disposition of such grievances, and the Executive Committee or the Board of Directors shall respond in writing to the grieving party within ten (10) business days of any meeting at which action is taken on the grievance to declare the actions taken to resolve the grievance.

ARTICLE IX AMENDMENTS

Pursuant to Minnesota Statute Section 317A.181 Subd. 2, amendments to these Bylaws may only be made by a two-thirds (2/3) majority vote of members of the Corporation attending the annual meeting or other membership meeting for which notice of a proposed Bylaw change has been given. The Board of Directors may make recommendations to any membership meeting to revise these Bylaws. Any twenty (20) members may also make a recommendation to amend the Bylaws with the recommendation of the members to be considered at the next annual meeting of the members.

The exact wording of any proposed Bylaw change(s), must be included in the notice that is mailed to the members for the meeting at which such change(s) will be considered.

ARTICLE X DISCRIMINATION

No person shall be discriminated against due to his or her religion, philosophy, race, ethnic origin, disability, economic status or sexual orientation. No person shall be discriminated against due to his or her family, marital, or domestic partnering relationships. Each member of Ventura Village shall have full rights and voting privileges regardless of the family, domestic partnering or marital relationships that person may have with any other member of Ventura Village.