

BYLAWS OF METRO SKYWARN, INC.

ARTICLE I. REGISTERED OFFICE

The registered office of this corporation, at which the general business of this corporation shall be transacted and where the records of this corporation shall be kept, shall be at such place in the State of Minnesota as shall be fixed from time-to-time by duly adopted resolutions of the Board of Directors. Until otherwise fixed by the Board of Directors, the registered office shall be at PO Box 240742, St Paul, Mn 55124.

ARTICLE II. DIRECTORS

SECTION 2.1 NUMBER AND METHOD OF ELECTION

The Board of Directors of this corporation shall consist of no fewer than five and no more than nine, persons, and, subject to such limitation, the number of voting members of the Board of Directors shall be such as may be designated from time-to-time by the Board of Directors. The initial Board of Directors shall consist of the persons designated in the Articles of Incorporation of this corporation who shall serve until the time indicated in the Articles of Incorporation. Thereafter, directors of this corporation shall be elected by the Board of Directors at each annual meeting.

SECTION 2.2 TERMS

Except as otherwise provided in Section 2.1, each director of this corporation shall be elected to serve for a term of two years, except that three of the first Board of Directors shall be elected for a term of one year. A director shall hold office for the term for which he or she was elected and until the end of the meeting at which his or her successor has been elected and until such successor has qualified, or until the director's prior death, resignation or removal. Any director may at any time be removed with or without cause by a 3/4 majority vote of the Board of Directors. Any vacancy occurring because of the death, resignation or removal of a director, or because of an increase in the number of members of the Board of Directors, shall be filled by the Board of Directors for the unexpired term of such director.

SECTION 2.3 DIRECTORS

A Director regularly attends board meetings and important related meetings. A Director is committed to participate actively in committee work by chairing or co-chairing at least one committee. A Director accepts additional tasks and completes them on time. A Director stays informed about board and committee matters, prepares for meetings, and reviews and comments on minutes and reports. A Director builds a collegial working relationship with other Board and committee members that contribute to mutual respect and consensus. A Director shall assume that their behavior while in contact with community members will be seen as representing the Corporation and so will conduct themselves in a business-like manner demonstrating mutual respect and common courtesy at all times, and shall put aside self interest in all discussions and decisions involving the Corporation. A Director shall not benefit financially in any way in any transaction involving the Corporation business or use his/her involvement in

the Corporation as a means to perfunctory benefit. A Director shall receive no remuneration for contributions to the Corporation other than reasonable expenses.

SECTION 2.4 EX OFFICIO AND HONORARY DIRECTORS

The Board of Directors may, from time-to-time, elect one or more ex officio or honorary directors of this corporation who shall be advisory members of the Board of Directors of this corporation. Any such election shall be for such term and based on such criteria as the Board of Directors from time-to-time deems appropriate. All ex officio and honorary directors shall be non-voting directors of this corporation.

ARTICLE III. MEETINGS OF THE BOARD OF DIRECTORS SECTION

3.1 ANNUAL MEETING

The annual meeting of the Board of Directors for the purpose of electing directors and officers and transacting such other business as may properly come before the meeting, shall be held each year at the time and place, within or without the State of Minnesota, designated from time-to-time by the Board of Directors.

SECTION 3.2 OTHER MEETINGS

Other meetings of the Board of Directors may be held at such time and place as are announced at a previous meeting of the Board of directors. Meetings of the Board of Directors may also be called at any time (a) by the Chair, (b) by the Board of Directors, or (c) upon the written request of two or more members of the Board of Directors. Anyone entitled to call a meeting of the Board of Directors may make a written request to the Secretary to call the meeting, and the Secretary shall give notice of the meeting, setting forth the time, place and purpose thereof, to be held between five and thirty days after receiving the request. If the Secretary fails to give notice of the meeting within seven days from the day on which the request was made, the person or person who requested the meeting may fix the time and place of the meeting and give notice in the manner hereinafter provided.

SECTION 3.3 NOTICE OF MEETINGS

Written notice of each meeting of the Board of Directors for which written notice is required, and of each annual meeting, stating the time, place and purpose thereof shall be delivered by a reliable means. Notice may be mailed, postage prepaid, not less than five, nor more than thirty, days before the meeting, excluding the day of the meeting, to each director at his or her address according to the last available records of this corporation. Notice may also be made no less than two days' notice by telephone, in person or by email. Any director may waive notice of a meeting before, at or after the meeting, orally, in writing, or by attendance. Attendance at a meeting is deemed a waiver unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the director does not participate in the meeting.

SECTION 3.4 QUORUM AND VOTING

The presence of a majority of voting members of the Board of Directors shall constitute a quorum at any meeting thereof, but the directors present at any meeting, although less than a quorum, may adjourn the meeting from time-to-time. At all meetings of the Board of Directors, each director shall be entitled to cast one vote on any question coming before the meeting. A majority vote of the directors

present at any meeting, if there be a quorum, shall be sufficient to transact any business, unless a greater number of votes is required by law or these Bylaws. A director may appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Directors. A written notice including the name of the proxy must be given to the Board prior to the meeting. Voting is conducted by verbalized assent or dissent. The Chair makes a good faith determination of the oral vote. Any Director present may request a counted show of hands vote or a written and private paper ballot. In the case of a counted or written vote, a Director may abstain from the vote for any reason by verbalizing his or her preference, or by writing "abstain" on the paper ballot. In cases where voting cannot wait for the next meeting, voting may take place via electronic communications and a quorum must be obtained in order to conduct business.

SECTION 3.5 ADJOURNED MEETINGS

When a meeting of the Board of Directors is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

SECTION 3.6 WRITTEN ACTION. Any action that could be taken at a meeting of the Board of Directors may be taken by written action signed by all of the directors. **SECTION 3.7 DIRECTOR CONFLICTS OF INTEREST.** This corporation shall not enter into any contract or transaction with (a) one or more of its directors, (b) a director of a related organization (within the meaning of Minnesota Statutes, Section 317A.011, Subd. 18), or (c) an organization in or which a director is a director, officer or legal representative, or has a material financial interest; unless the material facts as to the contract or transaction and as to the director's interest are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the directors (without counting the interested director), at a meeting at which there is a quorum without counting the interested director. Failure to comply with the provisions of this Section 3.7 shall not invalidate any contract or transaction to which this corporation is a party. This Section does not authorize any act of "self-dealing" as defined in Section 4941(a) of the Internal Revenue Code of 1986.

ARTICLE IV. OFFICERS SECTION

SECTION 4.1 TENURE OF OFFICE

The officers of this corporation shall be a Chair, a Vice Chair, a Secretary, a Treasurer and such other officers as the Board of Directors may from time-to-time designate. Officers shall be elected by the Board of Directors to serve for terms of one year and until their respective successors are chosen and have qualified. Any officer may at any time be removed by the Board of Directors with or without cause. The same person may hold more than one office at the same time, except the offices of (a) Chair and Vice Chair and (b) Chair and Secretary. The officers need not be directors of this corporation.

SECTION 4.2 CHAIR

The Chair shall be the chief executive officer of this corporation. He or she shall preside at all meetings of the Board of Directors. He or she shall be responsible for the general supervision, direction and management of the affairs of this corporation. He or she may execute on behalf of this corporation all contracts, deeds, conveyances and other instruments in writing which may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of this corporation. The

Chair provides leadership to the Board of Directors, chairs meetings of the Board after developing the agenda with Board participation. The Chair leads the Board in strategic planning effort that evaluates annually the performance of the organization in achieving its mission. The Chair may appoint the chairpersons of committees, in consultation with other Board members. The Chair delegates operational tasks to committee chairs in keeping with the committee's purpose as defined by the Board. The Chair serves ex officio as a member of committees and attends their meetings when invited. The Chair monitors financial planning and financial reports and plays a leading role in fundraising activities. The Chair leads an annual discussion and documentation of the effectiveness of the Board members and committee chairs.

SECTION 4.3 VICE CHAIR

The Vice Chair shall perform the duties of the Chair in case of the latter's absence or disability. The execution by the Vice Chair on behalf of this corporation of any instrument shall have the same force and effect as if it were executed on behalf of this corporation by the Chair.

SECTION 4.4 SECRETARY

The Secretary shall keep accurate minutes of all meetings of the Board and shall be custodian of the records, documents and papers of this corporation. He or she shall provide for the keeping of proper records of all transactions of this corporation. He or she shall have and may exercise any and all other powers and duties pertaining by law, regulation or practice to the office of Secretary, or imposed by these Bylaws. He or she shall substitute for the Treasurer when the Treasurer is not available and also perform such other duties as may be assigned to him or her from time-to-time by the Board of Directors.

SECTION 4.5 TREASURER

The Treasurer shall be responsible for maintaining accurate financial records for this corporation and safeguarding the assets of this corporation. He or she shall present a report of this corporation's financial transactions and status to the Board of Directors at its annual meeting, and shall from time-to-time make such other reports to the Board of Directors as it may require. The Treasurer shall perform such other duties as may be assigned to him or her from time-to-time by the Board of Directors, prepare and sign all checks for expenses of the Corporation. All checks in an amount greater than \$1000 must be co-signed by the Chair or Vice Chair.

SECTION 4.6 ADDITIONAL POWERS

Any officer of this corporation, in addition to the powers conferred upon him or her by these Bylaws, shall have such powers and perform such additional duties as may be prescribed from time-to-time by the Board of Directors. ARTICLE V. COMMITTEES SECTION 5.I AUTHORITY. The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the members of the Board of Directors. Each such committee shall have such duties and responsibilities as are granted to it from time-to-time by the Board of Directors. Each such committee shall at all times be subject to the control and direction of the Board of Directors. Committee members, other than members of the Executive Committee, need not be directors.

ARTICLE V

COMMITTEES SECTION 5.I AUTHORITY

The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the members of the Board of Directors. Each such committee shall have such duties and responsibilities as are granted to it from time-to time by the Board of Directors. Each such committee shall at all times be subject to the control and direction of the Board of Directors. Committee members, other than members of the Executive Committee, need not be directors.

SECTION 5.2 EXECUTIVE COMMITTEE

The Board of Directors may designate an Executive Committee composed of at least three directors designated by the Board of Directors. The Executive Committee shall have the authority of the Board of Directors in the management of the business of this corporation in the interval between meetings of the Board of Directors, and the Executive Committee shall at all time be subject to the control and direction of the Board of Directors.

SECTION 5.3 MEETINGS AND VOTING

Meetings of each committee may be held at such time and place as are announced at a previous meeting of the committee. Meetings of any committee may also be called at any time by the chairperson of the committee or by the Chair, on at least five days' notice by mail, or two days' oral notice by telephone, email or in person. Appearance at a meeting is deemed to be a waiver of notice unless the committee member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the committee member does not participate in the meeting. At all meetings of a committee of this corporation, each member thereof shall be entitled to cast one vote on any question coming before such meeting. The presence of a majority of the membership of any committee of this corporation shall constitute a quorum at any meeting thereof, but the members of a committee present at any such meeting, although less than a quorum, may adjourn the meeting from time-to-time. A majority vote of the members of a committee of this corporation present at any meeting thereof, if there be a quorum, shall be sufficient for the transaction of the business of such committee. Any action that could be taken at a committee meeting may be taken by written action signed by all members of the committee.

SECTION 5.4 COMMITTEE CHAIR

The Committee Chair may or may not be a board member. The Committee Chair is the primary recruiter for committee members, provides leadership by negotiating the role of the committee with the Board and communicating its charge to committee members. The Committee Chair assigns work to the committee members, sets the agenda and runs the meetings, and ensures distribution of meeting minutes. The Committee Chair keeps the Board Chair informed of committee progress and operations between board meetings as necessary. The Committee Chair reports to the full Board on committee's decisions and recommendations. The Committee Chair conduct and performance will be held to the same standard as a Director. The Committee Chair initiates and leads the committee's periodic evaluation of committee effectiveness and reports findings to the Board.

ARTICLE VI INDEMNIFICATION

To the full extent permitted by any applicable law, this corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative,

arbitration, or investigative proceeding, including a proceeding by or in the right of this corporation, by reason of the former or present capacity of the person as: (a) a director, officer, employee or member of a committee of this corporation; or (b) A director, officer, partner, trustee, employee or agent of another organization or employee benefit plan, who, while a director, officer of employee of this corporation, is or was serving the other corporation at the request of this corporation, or whose duties as a director, officer or employee of this corporation involve or involved such service to the other corporation; against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements, and reasonable attorneys' fees and disbursements, incurred by the person in connection with the proceeding. Indemnification provided by this section shall continue as to a person who has ceased to be a director, officer, employee or committee member, shall inure to the benefit of the heirs, executors and administrators of such person, and shall apply whether or not the claim again such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section. This corporation may, to the full extent permitted by applicable law from time-to-time in effect, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or a member of a committee of this corporation against any liability asserted against such person and incurred by such person in any such capacity.

ARTICLE VII

MISCELLANEOUS SECTION 7.1 FISCAL YEAR

Unless otherwise fixed by the Board of Directors, the fiscal year of this corporation shall begin on January 1 and end on the succeeding December 31.

SECTION 7.2 CORPORATE SEAL

This corporation shall have no seal.

SECTION 7.3 ELECTRONIC COMMUNICATIONS.

A director or committee member may participate in a meeting by any means of communication through which such person, other person so participating, and all persons physically present at the meeting may review all comments from all participating members. Participation in a meeting by that means constitutes presence in person at the meeting. A conference among directors or committee members by any means of communication through which all present may review all comments from all participating members is a meeting of the Board of Directors or committee, as the case may be, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

SECTION 7.4 AMENDMENTS

The Board of Directors may amend these Bylaws by adopting a resolution setting forth the amendment.

SECTION 7.5 AUTHORITY TO BORROW, ENCUMBER ASSETS. No director, officer, agent or employee of this corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time-to-time by the Board of Directors. Authority may

be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.

SECTION 7.6 DEPOSIT OF FUNDS

All funds of this corporation shall be deposited from time-to-time to the credit of this corporation in such banks, trust companies or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors from time-to-time.