

**BY-LAWS
OF
HERRICK FAMILY ASSOCIATION**
(a Nonprofit Corporation)

ARTICLE I.
Name and Location

The name of the Corporation is Herrick Family Association, a nonprofit corporation, hereinafter referred to as "HFA." The principal office of HFA shall be located at 18075 – 3rd Avenue North, Plymouth, Minnesota 55447, but meetings of members and directors may be held at such places within the State of Minnesota, as may be designated by the Board.

ARTICLE II.
Definitions

Section 1. "Corporation" shall mean and refer to HFA, its successors and assigns.

Section 2. "Member" shall mean and refer to all individuals who are members of HFA as provided in these Bylaws and who pay the prescribed dues as established by the Board of Directors.

Section 3. "Board" shall mean and refer to the board of directors of HFA, its successors and assigns. The board of directors shall consist of Directors having voting rights on the Board.

Section 4. "Director" shall mean and refer to a member of the Board.

Section 5. "Articles" shall mean and refer to the Articles of Incorporation of HFA as amended from time to time.

Section 6. "Bylaws" shall mean and refer to the bylaws of HFA as amended from time to time.

ARTICLE III.
Purpose

The purpose of HFA shall be to provide a central focus for family information for all individuals with an ancestor or spouse named Herrick, and for those descended from Henry of Salem, also known as Henery Hericke. And further to exchange said family information and compile such data to modify, correct, augment and update, down to the present time, the 1846 and 1885 Herrick Genealogies.

This corporation is organized exclusively for charitable and educational purposes within the meaning of Section (c) (3) of the 1954 Internal Revenue Code, or as the same may be subsequently modified, and for no other purposes, including more specifically the following:

A. To lease, purchase, sell or otherwise acquire or dispose of such real estate and personal property as may be necessary for the purpose of the corporation and to receive and hold gifts, and donations, grants, devises or bequests of real or personal property as may be necessary to carry out the above stated purposes.

B. Provided that no part of the earnings or assets of the corporation shall inure to the benefit of private shareholder or individual, nor shall a substantial part of the activities of the corporation be the carrying on of propaganda, or otherwise attempting to influence legislation; nor shall the corporation participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

C. Upon the dissolution of the corporation, all its assets of whatever nature shall be transferred to such other organization or organizations organized and operated exclusively for charitable or educational purposes within the meaning of Section 501 (c) (3)

of the 1954 Internal Revenue Code or as the same may be subsequently modified, as the Board of Directors shall select.

ARTICLE IV.
Meeting of Members

Section 1. Annual Meetings. The First Annual Meeting of the Members shall be held at such time and place as determined by the Board. The Board shall give notice at least 90 days before said meeting. Subsequent annual meetings shall be at a time and place determined by the Members at the preceding annual meeting.

Section 2. Special Meetings.

(a) Who may call. HFA shall hold a special meeting of the Members if at least _____ of the _____ Members with voting rights sign, date and deliver to the president or treasurer one or more written demand for the meeting describing the purpose for which it is held.

(b) Notice. Within 60 days after receipt of a demand for a special meeting from voting Members, the Board shall cause a special meeting to be called and held as required by this subdivision.

(c) Time; Place. Special meetings of Members may be held in or out of this state at the place stated in or fixed in accordance with the Articles, Bylaws, or by the president or the Board.

(d) Notice Requirements; Business Limited. The notice of a special meeting must contain a statement of the purposes of the meeting. The notice shall also contain other information required by the Articles, Bylaws, or the Act and may contain information considered necessary or desirable by the Board or by another person calling the meeting.

The business transacted at a special meeting is limited to the purposes stated within the notice of the meeting.

Section 3. Notice of Meetings. At least 60 days in advance of any annual or special meeting, written notice of such meeting of the Members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of HFA, or supplied by such Member to HFA for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the notice must so inform Members and state the procedure for appointing proxies.

Section 4. Waiver of Notice; Objections. A Member may waive notice of a meeting of Members. A waiver of notice by a Member entitled to notice is effective whether given before, at, or after the meeting, and whether given in writing, or by attendance. Attendance by a Member at a meeting is a waiver of notice of that meeting, unless the Member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and does not participate in the consideration of the item at that meeting.

Section 5. Quorum. The presence at the meeting of Members entitled to vote, or of proxies entitled to vote, _____ percent of the votes of all of the membership entitled to vote at the meeting or _____ members entitled to vote and present at the meeting, whichever is less, shall constitute a quorum for any action except as otherwise provided in the Articles. if, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to

time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 6. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary.

ARTICLE V.
Board of Directors; Selection; Term of Office

Section 1. Directors at Large. There shall initially be three interim Directors at Large. Additional Directors at Large shall be as determined by those members that attend the first annual meeting of the HFA at a time and place to be determined. One third of the initial Directors shall serve a term of one year, one third shall serve a term of two years, and one third shall serve a term of three years. Subsequent Directors shall serve a term of three years.

Section 2. Regional Directors. There shall be a number of Regional Directors selected to serve a three year term, one third of whom shall be elected annually by members of the HFA. Members of the HFA who attend the first annual meeting shall determine the actual number of regions.

Members of the HFA from the corresponding regions attending the first annual meeting shall select the initial Regional Directors: one third for a one year term; one third for a two year term; and one third for a three year term.

1. The Board of Directors shall be responsible for the affairs of the HFA.
2. The Directors may appoint an executive Committee of Five Members, including the officers.
3. The Directors may appoint other officers or agents to serve with or without compensation.

4. The directors shall appoint a Nominating Committee of five members at least sixty days prior to an election whose duty it shall be to nominate Directors when vacancies occur.
5. The Directors shall set the dues and provisions for membership.
6. The Treasurer or Assistant Treasurer of the HFA shall sign all checks, drafts, or other orders for payment of money, notes, or other debt of the HFA.

Section 3. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the Members present and entitled to vote at a duly called meeting of Members. In the event of death, resignation or removal of a Director, his or her successor shall be selected by the remaining Members of the Board and shall serve for the unexpired term of his or her predecessor.

Section 4. Resignation. A Director may resign at any time by giving written notice to HFA. The resignation is effective without acceptance when the notice is given to HFA, unless a later effective time is specified in the notice.

Section 5. Compensation. No Director shall receive compensation for any service he or she may render to HFA in his or her capacity as Director. However, any Director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties, and any Director may be compensated for services rendered to HFA not in his or her capacity as Director provided that such Director and the Board agree prior to commencement of such service to the nature, extent, and cost of such services. Such Director shall not be entitled to vote regarding such proposed agreement.

Section 6. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE VI.
Nomination and Election of Directors

Section 1. Nomination. Nomination for election to the Board shall be made by a nominating committee. nominations may also be made from the floor at the annual meeting. The nominating committee shall consist of a board member and two other members of HFA. The nominating committee shall be appointed by the Board prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The nominating committee shall make as many nominations for election to the Board as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations shall be from among Members.

Section 2. Election. Election to the Board shall be by secret written ballot. At such election each Member, or his or her proxy, may cast one vote. The person receiving the largest number of votes shall be elected to such vacancy. Cumulative voting is not permitted.

ARTICLE VII.
Meetings of Directors

Section 1. Regular Meetings. Regular meetings of the Board shall be held without notice at such place and hour as may be fixed from time to time by resolution of the Board.

Section 2. Special Meetings. Special meetings of the Board shall be held when called by the president of HFA, or by any two Directors, after not less than ten (10) days notice to each Director and to each Advisory Director.

Section 3. Quorum. A majority of the number of Directors provided by these Bylaws constitute a quorum for the transaction of business. Unless otherwise specifically provided by law, the Bylaws or the Articles, every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present at the time the meeting is called to order shall be regarded as the act of the Board.

ARTICLE VIII.
Powers and Duties of the Board of Directors

Section 1. Powers. The Board shall have power to:

a. Exercise for HFA all powers, duties and authority invested in or delegated to HFA and not reserved to the membership by other provisions of these Bylaws, the Articles, or the Act.

b. Declare the office of a member of the Board to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board; and

Section 2. Duties. It shall be the duty of the Board to:

a. Cause to be kept a complete record of all its acts and of the corporate affairs of HFA and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by twenty-five (25) Members who are entitled to vote;

b. Supervise all officers, agents and employees of HFA and to see that their duties are properly performed;

c. Fix the amount of the annual dues for each Member and send written notice to every Member at least sixty (60) days prior to the date such dues are due.

ARTICLE IX.
Officers and Their Duties

Section 1. Enumeration of Officers. The officer of HFA shall be a president, vice-president, secretary, and a treasurer, who shall at all times be members of the Board of Directors, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board following each annual meeting of the Members.

Section 3. Term. Each officer of HFA shall be elected annually by the Board and each shall hold office for one (1) year unless he or she shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

Section 4. Resignation and Removal. Any officer may be removed from office with or without cause by a resolution adopted by the Board. Any officer may resign at any time by giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office may be filled by appointment by the Board. The person appointed to such vacancy shall serve in such capacity for the remainder of the term of the officer he or she replaced.

Section 6. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices.

Section 7. Duties. The duties of the officers are those usually assigned to each office.

**ARTICLE X.
Committees**

The Board shall appoint a nominating committee, as provided in these Bylaws, and may appoint other committees as deemed appropriate in carrying out its purpose. A committee may be established by a resolution approved by the affirmative action of the Board. Such committee shall have the authority of the Board in the management of the business of HFA to the extent provided in the resolution. Committee shall be subject at all times to the direction and control of the Board.

**ARTICLE XI.
Books and Records**

The books, records and papers of HFA shall at all times, during reasonable business hours, be subject to inspection by any Member.

**ARTICLE XII.
Amendments**

Section 1.

A. The power to adopt, amend, or repeal these Bylaws is vested in the Board subject to the power of the Members with voting rights to adopt, amend, or repeal, pursuant to Section 1B of this Article, the bylaws, or any part thereof, adopted, amended or repealed by the Board. The Board may not adopt, amend, or repeal a bylaw fixing a quorum for meetings of Members, prescribing procedures for removing directors, filling vacancies on the Board, or fixing the number of directors or their classifications, qualifications, or terms of office, but may adopt or amend a bylaw to increase the number

of directors. A bylaw amendment to increase or decrease the vote required for a member action must be approved by the Members.

B. At least 10 Members with voting rights may propose a resolution for action by the Members to adopt, amend, or repeal bylaws previously adopted by the Board or by the Members. The resolution must contain the provisions then presently contained in the bylaws together with the provisions proposed for adoption, amendment, or repeal. Adoption, amendment, or repeal of bylaws under this Article XII, Section 1B must be approved by affirmative vote of the majority of the Members present and entitled to vote, which also must be a majority of the required quorum. Board approval of bylaws adopted, amended, or repealed pursuant to this Article XII, Section 1B is not required.

Section 2. In the case of any conflict between the Articles and the Bylaws, the Articles, as amended, shall control.

ARTICLE XIII.
Miscellaneous

The fiscal year of HFA shall begin on the 1st day of January and end on the 31st day of December of every year.

The foregoing constitute the Bylaws of HFA, as duly adopted by _____
_____ on the ____ day of _____, 2001.

