

**BYLAWS
OF
MINNESOTA MINORITY JUNIOR GOLF ASSOCIATION**

ARTICLE 1 OFFICES

1.1) Offices. The principal office of the corporation shall be 230 TriTech Center, 331 Second Avenue South, Minneapolis, MN 55401. The corporation may have offices at such other places, within or without the State of Minnesota, as the Board of Directors may from time to time designate.

ARTICLE 2 MEMBERS

2.1) Members. The corporation shall have one class of members.

2.2) Election and Term. The members shall be elected as follows: by the Board. Each member shall serve for a 2-year term and until his or her successor shall have been duly elected and qualified, or until the earlier death, resignation, removal, or disqualification of such member.

2.3) Resignation; Vacancy. Any member may resign from membership at any time by giving notice to the Secretary of the corporation. Such resignation shall become effective without acceptance upon receipt of the notice, unless the notice specifies a later date. A member who resigns shall be deemed to resign as a director, if so serving.

2.4) Removal. Members shall be removed only by a process that is fair and reasonable and requires at least fifteen (15) days' prior written notice of the removal and the reasons therefore and an opportunity for the member to be heard at least five (5) days before the effective date of the removal.

2.5) Voting. The members of the corporation shall have one vote on or in respect of any matter on which members of the corporation have the right to vote under law, the Articles of Incorporation or these Bylaws.

2.6) Transferability. The member shall not voluntarily or involuntarily transfer or assign his or her membership or any right arising therefrom.

2.7) Dues. The members shall not be assessed any dues.

ARTICLE 3 MEETINGS OF MEMBERS

3.1) Annual Meetings. An annual meeting of voting members shall be held in each calendar year. At that meeting, the members shall elect directors, the President and Treasurer shall report on the activities and financial condition of the corporation, and the members shall transact any other business properly coming before the meeting. The time and place for the annual meeting shall be established by the Board.

3.2) Special Meetings. Special meetings of the voting members may be called for any purpose at any time by the President, the Chairman of the Board, the Secretary, and the Treasurer, or by demand of the voting members as provided by law.

3.3) Place of Meetings. Meetings of the voting members shall be held at the registered office of the corporation, or at such other place as may be designated by the Board of Directors, except as otherwise required by law.

3.4) Notice of Meetings. Except as otherwise required by law, a written notice setting out the place, date and hour of any annual or special meeting shall be given to each voting member at the address contained in the corporate records not less than five (5) days nor more than sixty (60) days prior to the meeting. [The notice must inform members that proxies are permitted at the meeting and state the procedure for appointing proxies.] Notice of a special meeting must contain a statement of the purpose of the meeting.

3.5) Waiver of Notice. The member may waive notice of any meeting before, during or after the meeting, in writing, orally or by attendance. Attendance at a meeting by a member is a waiver of notice of that meeting unless the member (i) objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or (ii) objects before a vote on an item of business because the item may not be lawfully considered at such meeting and does not participate in the consideration of the item at such meeting. All waivers shall be filed with the records of the corporation.

3.6) Quorum. Twenty-five percent (25%) of the voting members shall constitute a quorum for the transaction of the business at any meeting of members. If the quorum is not present at a meeting, those voting members present may adjourn the meeting until a quorum is present. At the reconvened meeting, once a quorum is present, any business may be transacted which might have been transacted at the meeting that was adjourned.

3.7) Voting. The affirmative vote of the majority of the members, present in person or by proxy, at a duly-held meeting shall constitute the act of the members, except as otherwise provided by law, the Articles of Incorporation or these Bylaws. A member shall be entitled to appoint a proxy to vote or otherwise act for the member by signing an appointment form either personally or by an attorney-in-fact.

3.8) Action by Ballot. [Members may take action at a meeting by voice or ballot.] [Members shall not take action by written ballot unless at a meeting.] [Members may take action by written ballot in the manner prescribed by law and if the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.]

3.9) Electronic Conference Meetings. A conference among voting members by any means of communication through which the participants may simultaneously hear each other during the conference constitutes a meeting of the voting members, if the same notice is given of the conference as would be required for a meeting, and if the number of voting members participating in the conference constitutes a quorum. Participation in a meeting by such means constitutes personal attendance at the meeting.

3.10) Action Without a Meeting. An action required or permitted to be taken at a meeting of the voting members may be taken without a meeting by written action signed by all voting members. Any such written action shall be filed with the minutes of the corporation.

ARTICLE 4 DIRECTORS

4.1) General Powers. The business and affairs of the corporation shall be managed by or under the direction of the Board of Directors.

4.2) Number. Qualification. Election. In no case shall the total number of directors be more than 21, but never less than required by law. At each annual meeting, the members shall determine the number of directors and elect directors.

4.3) Term. Each director shall serve for a 2-year term and until his or her successor shall have been duly elected and qualified, or until the earlier death, resignation, removal, or disqualification of such director.

4.4) Removal. A director may be removed by the Board of Directors upon missing three consecutive board meetings. Removal shall be effective upon the mailing of a written notice to the director who is removed.

4.5) Resignation. Any director may resign at any time by giving written notice to the Secretary. Such resignation shall take effect without acceptance upon receipt of the notice, unless a later date is specified in the notice.

4.6) Vacancies. Vacancies in the Board of Directors shall be filled by the remaining members of the Board, even though less than a quorum. A person so elected to fill a vacancy shall serve as a director for the remainder of the term whose vacancy has been filled, and until his or her successor has been elected and qualified.

4.7) Quorum; Voting. A one third presence of the Active Directors currently holding office shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment even though the withdrawal of a number of directors originally present leaves less than the number otherwise required for a quorum. Except as otherwise required by law, the acts of a majority of the directors present at a duly held meeting shall be the acts of the Board of Directors.

4.8) Board Meetings.

(a) Meetings. The Board of Directors shall hold an annual meeting for the purpose of electing officers and transacting any other business coming before it. The Board may hold such other meetings as it may from time to time determine. The meetings shall be held at any place within or without the State of Minnesota that the Board may designate. Absent such designation, Board meetings shall be held at the registered office of the corporation. The President or any director may call a special Board meeting.

(b) Notice. Notice of Board meetings shall be made by giving at least four (4) hours prior oral notice to all directors of the date, time and place of the meeting. The notice need not state the purpose of the meeting, unless otherwise required by law or these Bylaws. Oral notice may be given by telephone or in person. Written notice may be given by mail, e-mail or facsimile transmission or may be delivered to the address maintained for each director in the records of the corporation. If the Board adopts a meeting

schedule, or if the date and time of the Board meeting has been announced at a previous Board meeting, no notice is required.

(c) Waiver of Notice. A director may waive notice of any meeting before, at or after the meeting, in writing, orally or by attendance. Attendance at a meeting by a director is a waiver of notice of that meeting 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 does not participate thereafter in the meeting. All waivers shall be filed with the records of the corporation.

(d) Electronic Conference Meetings. A conference among directors, or among members of any committee designated by the Board of Directors, by any means of communication through which the participants may simultaneously hear each other during the conference, constitutes a meeting of the Board or the committee, 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 the meeting. Participation in a meeting by such means constitutes personal presence at the meeting.

4.9) Action Without Meeting. An action required or permitted to be taken at a Board meeting may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the Board at which all directors were present; provided, that all of the Active directors must be notified immediately of the content and effective date. Any such written action shall be filed with the minutes of the corporation.

4.10) Compensation. Directors shall receive no compensation for their services as directors, but may be reimbursed for reasonable expenses as shall be determined from time to time by resolution of the Board of Directors. Nothing herein contained shall be construed to preclude any directors from serving this corporation in any other capacity and receiving compensation therefore.

ARTICLE 5 OFFICERS

5.1) General. The corporation shall have a Chair, Vice Chair, Secretary and Treasurer. The Board of Directors may elect or appoint such other officers or agents, as it deems necessary. Any of the offices or functions of those offices may be held by the same person. Officers shall receive such compensation for their services and reimbursement for their expenses, as determined from time to time by the Board.

5.2) Election and Term. At the annual meeting of the Board of Directors, the Board shall elect officers, who shall hold office until the next election of officers and until their successors shall have been duly elected and qualified, or until the earlier death, resignation, removal or disqualification of such officer.

5.3) Resignation. Any officer may resign at any time by giving written notice to the corporation. The resignation is effective without acceptance when notice is given to the corporation, unless a later date is specified in the notice.

5.4) Removal. Any officer may be removed by the Board of Directors after missing three consecutive meetings.

5.5) Vacancies. If a vacancy in any office of the corporation occurs for any reason, such vacancy may, or

in the case of a vacancy in the office of President or Treasurer shall, be filled for the unexpired part of the term by the Board of Directors.

5.6) Chair. Unless provided otherwise by a resolution adopted by the Board of Directors, the Chair shall (a) be the chief executive officer of the corporation, and have general active management of the business of the corporation; (b) preside at all meetings of the Board and of the members; (c) see that all orders and resolutions of the Board are carried into effect; (d) sign and deliver in the name of the corporation any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles, these Bylaws or the Board to some other officer or agent of the corporation; (e) maintain records of and Certify proceedings of the Board and members; and (f) perform such other duties as may from time to time be prescribed by the Board.

5.7) Vice Chair. The Vice Chair shall be chosen from the membership of the Board. In the event of absence or disability of the President, the Vice Chair shall succeed to and perform the duties and exercise the powers of the President. The Vice Chair shall perform such other duties as may be prescribed by the Board of Directors.

5.8) Treasurer. Unless provided otherwise by a resolution adopted by the Board of Directors, the Treasurer shall (a) keep accurate financial records for the corporation; (b) deposit all monies, drafts and checks in the name of and to the credit of the corporation in such banks and depositories as the Board of Directors shall designate from time to time; (c) endorse for deposit all notes, checks and drafts received by the corporation as ordered by the Board, making proper vouchers therefore; (d) disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the Board; (e) render to the Chair and the Board of Directors, whenever requested, an account of all of his or her transactions as Treasurer and of the financial condition of the corporation; and (I) perform such other duties as may be prescribed by the Board of Directors or the Chair from time to time.

5.9) Secretary. The Secretary shall, unless otherwise determined by the Board, be secretary of and attend all meetings of members and Board of Directors, and record the proceedings of such meetings in the minute book of the corporation and, whenever necessary, certify such proceedings. The Secretary shall give proper notice of meetings to members and directors and shall perform such other duties as may be prescribed by the Board of Directors or the Chair from time to time.

5.10) Other Officers. Any other officers appointed by the Board of Directors shall perform such duties and be responsible for such functions as the Board of Directors may prescribe.

5.11) Delegation. Unless prohibited by a resolution by the Board of Directors, an officer elected or appointed by the Board may delegate in writing some or all of the duties and powers of his or her office to other persons.

ARTICLE 6 COMMITTEES

6.1) Executive Committee. The Board of Directors may, by action of a majority of the entire Board, designate two or more of its members as an Executive Committee which, to the extent determined by the resolution of the Board, shall have and exercise the authority of the Board in the management of the business of the corporation. The Executive Committee shall at all times be subject to the control and direction of the Board. The

Executive Committee shall maintain minutes of each meeting.

6.2) Other Committees. The Board of Directors may also, from time to time, appoint such other committees as it may deem proper, and may prescribe the functions and membership of such other committee.

ARTICLE 7- FISCAL YEAR

7.1) Fiscal Year. The fiscal year of the corporation shall be established by the Board of Directors.

ARTICLE 8- INDEMNIFICATION; STANDARD OF CONDUCT

8.1) Indemnification. The corporation shall indemnify such persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent, as permitted by Minnesota Statutes, Section 31 7A. 521, as now enacted or hereafter amended.

8.2) Conflicts of Interest. The corporation shall not enter into contracts or transactions between the corporation or a related corporation and a director of the corporation or between the corporation and an organization in which a director of the corporation is a director, officer or legal representative or has a material financial interest, except in accord with the provisions of Minnesota Statutes, Section 31 7A.25 5, as now enacted or hereafter amended.

8.3) Standard of Conduct. Each director and officer shall discharge his or her duties as a director or officer in good faith, in a manner which the director or officer reasonably believes to be in the best interests of the corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

ARTICLE 9- AMENDMENTS

9.1) Amendments. Except for the authority reserved for the voting members by statute, the Board of Directors shall have the authority to amend, repeal and adopt new Bylaws by the affirmative vote of 51% of the directors; provided, that all directors shall be notified at least 7 days before the proposed action takes place.

The undersigned, _____, Secretary of the Minnesota Minority Junior Golf Association, hereby certifies that the foregoing Bylaws were adopted as the complete Bylaws of the corporation by the Board of Directors of said corporation on _____, 2007.