



Bylaws of the
Glacier Lakes Quattro Club, Inc.
A Chapter of
Audi Club of North America, Inc.

Article I. Name.

Section 1.01 Name. The name of the organization shall be Glacier Lakes Quattro Club, Inc. (GLQC), a chapter of Audi Club of North America, Inc (ACNA). The registered office of this organization shall be located and the records of this organization shall be kept at such place as shall be determined from time to time by the Board of Directors.

Article II. Powers and Purpose.

Section 2.01 Powers. This organization is organized exclusively as a not-for-profit organization under section 501(c)(3) of the Internal Revenue Code.

Section 2.02 Purpose. The purpose of the Club is to enhance the Audi ownership experience for our members by teaching driver/safety education and providing technical, care/maintenance tips, product information, and to promote camaraderie through regional/national activities and events.

Article III. Memberships, Dues and Duties.

Section 3.01 Definitions. An "Audi" automobile is defined as an automobile manufactured by Audi AG.

Section 3.02 Membership. Active membership is defined as being a member in good standing of the Audi Club of North America.

Section 3.03 Eligibility. Membership shall be restricted to ACNA members in good standing aged 18 years or older and whose principal residence is within the geographic region of the GLQC. Reference herein to the term "member" is intended to apply to all classes of GLQC membership.

Section 3.04 Organization Dues. In addition to membership dues set by the ACNA, the Board of Directors may establish and assess annual GLQC membership dues in an amount to be determined from time to time and for the purpose of defraying costs directly associated with providing services to members.

Section 3.05 Membership Classification. There shall be four general classes of membership in the GLQC: Active, Family, Associate and Foreign membership. Additional classes of membership in the GLQC shall include those classifications as defined by the ACNA.

- (a) **Active Members.** Active membership shall be restricted to owners, lessees, or co-owners of Audi automobiles. If an active member sells or transfers in full their ownership of their Audi, he or she shall become an Associate member. Active members must reside within the GLQC territory.
- (b) **Family Members.** An active member may request of the ACNA that a member of his or her immediate family, aged 18 years or older, be designated as a family member at the time of joining the ACNA. The family member's principal residence must be that of the active member so naming the family member. Family members shall not designate a family member. Family members must reside within the GLQC territory.
- (c) **Associate Members.** A person, aged 18 years or older, who is neither an owner, co-owner nor lessee of an Audi, but maintains an interest in Audi automobiles. Associate members may also be family members. Associate members shall not designate a family member. Associate members must reside within the GLQC territory.
- (d) **Foreign Members.** Any member or person who is a member of the ACNA but does not necessarily live within the GLQC territory whom the Board of Directors has accepted and approved by a majority vote a written application for foreign membership. Foreign members shall not have voting privileges.

Section 3.06 Membership Year. The membership year shall run concurrent with the membership year of the ACNA.

Section 3.07 Privileges and Voting Rights. All members in good standing shall be entitled to all privileges of the organization. All Active, Associate, and Family members may exercise voting rights at the annual membership meeting. Foreign members shall be entitled to all privileges of the organization but shall not be entitled to vote or hold elective office. The Secretary shall cause to be delivered to Active and Family members a written or electronic ballot to elect members to the Board of Directors per Article XI.

Section 3.08 Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay dues, assessments, or other charges accrued and unpaid.

Section 3.09 Member Discipline. Any member may be disciplined for cause after an appropriate hearing and by an affirmative vote of two-thirds (2/3) majority of all members of the Board of Directors.

- (a) **Acts subject to discipline.**
 - (i) Conduct at a driving or other event deemed not appropriate by the event master;
 - (ii) Refusal or failure to pay any applicable event fee;
 - (iii) Infraction of any GLQC rule or rule of the ACNA;
 - (iv) Action adverse to the general objectives or best interests of the GLQC; OR
 - (v) Suspension or expulsion from the ACNA.
- (b) **Form of Discipline.**
 - (i) Suspension of membership privileges. For acts subject to discipline, the Board of Directors may temporarily suspend and revoke the membership privileges of any member at any time, and until such time as the Board of Directors delivers to such member written Notice of Intent to Discipline. The Board of Directors shall provide equivalent notice to the ACNA.
 - (ii) Expulsion or Suspension from driving events. For acts subject to discipline, an event master, jointly and after consultation with the chief instructor, may expel or temporarily suspend from participation at any GLQC driving event any member at any time, and until such time as the Board of Directors delivers to such member written Notice of Intent to Discipline.
- (c) **Procedure and Hearing.**
 - (i) Notice of Intent to Discipline. Upon temporary suspension of the driving or other privileges of any member, the Board of Directors shall deliver to such member written Notice of Intent to Discipline stating the reasons therefore and the effective date of the proposed disciplinary action. Written notice shall be made by first class or certified mail to the member's last known address.
 - (ii) Disciplinary Hearing. Upon written notice of such suspension or revocation of privileges, the member so affected shall be afforded a reasonable opportunity to be heard, orally or in writing, in person or through a representative, and by the Board of Directors at a regular meeting, concerning the alleged misconduct. The process shall be carried out in good faith.
 - (iii) Action by Board of Directors. The Board of Directors may thereafter and in its sole discretion take whatever action it deems appropriate under the circumstances including without limitation suspension or expulsion from the GLQC.
- (d) **Effect of Decision.** Any decision by the Board of Directors concerning this section shall be final with respect to GLQC membership. Any decision by the Board of Directors shall not be determinative of membership with the ACNA or any other chapter thereof.
- (e) **Appeal and Reinstatement.** Upon written appeal signed by a member disciplined hereunder and filed with the Secretary, the Board of Directors, by the affirmative vote of a two-thirds (2/3) majority of all the members thereof, may reinstate a member to membership on such terms as the Board of Directors may deem appropriate. Failure or inaction by the Board of Directors within thirty days of receipt of any written appeal shall constitute a waiver of discipline and automatic reinstatement to membership.

Section 3.10 Territory. The geographic region of the GLQC shall encompass the following states: Minnesota and North Dakota. The geographic region of the GLQC may from time to time be specifically defined by the ACNA, after which time any ACNA member not included within the geographic region of the GLQC as defined herein may apply to the GLQC Board of Directors for foreign membership.

Article IV. Meetings

Section 4.01 Regular Meeting. Meetings shall be held at such locations as are determined from time to time by the Board of Directors. The Board of Directors shall hold regular meetings at a date and time to be set by the Board. Notice of 7 calendar days will be required for regular meetings. Special board sessions shall not require advanced notice.

Section 4.02 Annual Membership Meeting. There shall be an annual membership meeting of the organization held at a time and place to be established by the Board of Directors in each year for receiving the annual reports of officers, Directors, and committees, and the transaction of other business. Under no circumstance shall more than fifteen (15) months lapse between annual membership meetings. The Secretary shall cause to be published on the GLQC website and to the last recorded address or email address of each member notice of the annual membership meeting no later than fourteen (14) days before the time appointed for the meeting. Notice of the annual membership meeting shall set forth the place, date, time and purpose of the meeting, including an agenda therefor. The Board of Directors shall strive to geographically rotate the meeting place on a reasonable basis in order to encourage attendance and participation by all members. All active members are entitled to vote on all business requiring a vote at the annual membership meeting.

Section 4.03 Special Meetings. Special meetings of the members of this organization may be called at any time by the President, Board of Directors, or upon written request from at least 50 members or 10% of the membership of the Club, whichever is less. Anyone entitled to call a special meeting of the members may make written request to the President to call the meeting, setting forth time and purpose thereof, to be held no later than 90 days after receiving the request. If a special meeting is demanded by the members, the meeting shall be held within 25 miles of the county where the current Club office is located. If the Secretary fails to give notice of the special meeting within 30 days from the date on which the request is received by the President, the member(s) who requested the meeting may fix the time and place of the meeting and give notice thereof at least 30 days in advance of the special meeting date. The business transacted at the special meeting is limited to the purposes stated in the notice of the meeting.

Section 4.04 Proxy Voting. The notice of any type of meeting at which members may vote by proxy shall so inform the members and shall describe the procedure for appointing proxies.

Section 4.05 Voting Quorum. At all types of meetings of the members, each active member shall be entitled to cast one vote on any question coming before the meeting. Members may vote by proxy. Cumulative voting shall not be permitted. The presence of 100 members in person or by proxy shall constitute a quorum of any meeting thereof. The members present and entitled to vote at any meeting, although less than a quorum may adjourn the meeting from time to time. A majority vote of the members present and entitled to vote at any meeting at which a quorum is present shall be sufficient to transact any business. When any meeting of the members is adjourned to another time and place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which the adjournment takes place.

Article V. Directors.

Section 5.01 Number and Method of Election. The Board of Directors of this Club shall consist of at least three but not more than nine persons. The members may, by an affirmative change in the bylaws, increase the number of the Board of Directors to more than nine; however, the total number of Directors shall be evenly divisible by three. The Directors of this organization shall be elected by eligible voting members.

Section 5.02 Term. Each director of this organization shall be elected to serve a term of not more than two consecutive three-year terms. A director shall hold office for the term for which he or she was elected until the end of the meeting at which his or her successor has been installed. Any vacancies occurring in the Board of Directors shall be filled by a vote of the majority of the directors then in office. Members may not serve on the Board of Directors as an Officer or Director in an appointed or elected capacity for more than nine consecutive years. The member that served nine consecutive years as a director or officer may then elect to run for a position after a one year absence from Board of Directors.

Section 5.03 Honorary Directors. The Board of Directors may, from time to time, elect one or more honorary directors of this organization who shall be advisory members of the Board of Directors. Any such election shall be for such terms and based on such criteria, as the Board of Directors deems appropriate. All honorary directors shall be non-voting directors of this organization.

Section 5.04 Management of Affairs of Organization. The property, affairs, activities, and concerns of the organization shall be managed by the Board of Directors, which, without limiting the scope of the foregoing, shall have the power to appoint the officers of the Club, to appoint and direct agents, to grant general or limited authority to officers, employees and agents of the Club, to make, execute and deliver contracts and other instruments and documents in the name of and on behalf of the Club. In addition, the Board of Directors may exercise all the powers of the Club and do all lawful acts and things which are not reserved to the members, by law, or the bylaws of the Club.

Section 5.05 Bylaw interpretation. The Board of Directors shall interpret the bylaws.

Section 5.06 Quorum. At every meeting of the Board of Directors, 2/3 of the Board of Directors shall constitute a quorum. A vote of a majority of the directors present at any such meeting at which a quorum is present shall be an act of the Board of Directors. In the absence of a quorum, the President may adjourn any meeting from time to time until a quorum is present.

5.07 Presiding Officer. The President shall preside at all meetings of the Board of Directors. In the absence of the President, the Vice President shall preside. In the absence of both, a temporary chair may be chosen by the members of the Board of Directors present. In the absence of the Secretary a temporary secretary shall be appointed by the chair of the meeting.

5.08 Removal Any director may be removed with or without cause at a meeting of the board of directors dually designated for such purpose by two thirds majority vote of the disinterested members of the board of directors. Directors absent from three consecutive regular unexcused meetings are deemed removed.

Section 5.07 Resignation. Any director may resign at any time either by oral tender of resignation at any meeting of the Board of Directors or by such tender to the President, or by giving written notice thereof to the President. Any resignation shall be effective immediately unless a date is specified for it to take effect. Resignation of a director is effective the date of notification to the President. If an officer or director misses more than 3 board meetings during any calendar year, it will be considered a de facto resignation from the board and the board may take steps to fill the vacancy. Failure of a board member to meet any of the requirements for membership in the GLQC and/or in the ACNA will be considered a de facto resignation.

Section 5.08 Club Ethics and Bylaw Enforcement. All directors upon election/appointment to office agree to uphold club bylaws and code of ethics. Director acceptance of club bylaws and code of ethics are to be reported in the minutes of the first meeting. Any director that fails to adhere to club code of ethics or bylaws may be removed by a majority vote of the directors in office.

- (a) Glacier Lakes Quattro Club Board members will maintain high ethical standards in all forms of communication and actions. Thus, all programs, activities, events and publications of GLQC and its members shall be represented in a highly ethical manner, focusing on a standard of excellence which will reflect credit to the organization. No member shall be subjected to actions or behavior that would be considered offensive, morally objectionable or harmful to the integrity of the membership, Board or its membership. If at any time the actions of any individual member are in conflict with the basic principles, ideals, or standards of ACNA or GLQC, the Chapter may take appropriate disciplinary action against said member up to and including suspension or expulsion / termination. Any such disciplinary action should be used with great discretion as it is in the club's best interest to retain membership and become a more inclusive organization. The respective Chapter's Board of Directors must approve any disciplinary action taken against a member. An appeals process or route to remediation shall be a key component of any disciplinary process and shall be clearly communicated to the disciplined party. In all such cases, the ACNA Board of Directors shall have the final review authority of any disciplinary action taken by the respective Chapters.

Article VI. Officers.

Section 6.01 Officers and Tenure. The officers of this Club shall be as set forth in these Bylaws and such additional 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 or until their successors are chosen. Any officer may at any time be removed by the Board of Directors with or without cause. No person may hold more than one office at the same time. No officer shall serve in the same office more than three consecutive terms. Individuals failing to perform designated or appointed duties may be removed from the board by a 2/3 vote.

Section 6.02 Composition. The officers of the organization shall be a President, a Vice President, a Secretary, and Treasurer. The Board of Directors shall appoint the officers of the organization. The officers of this organization shall include such additional officers as the Board of Directors may from time to time designate.

Section 6.03 Limit. No officer shall be appointed to serve in the same office more than three consecutive, one-year terms. No member shall concurrently hold more than one office.

Section 6.04 President of the Board. The President of the Board shall be the Chief executive officer of this Club and shall be responsible for the general supervision, direction and management of the affairs of the Club. The President may execute on behalf of this organization all contracts, deeds, conveyances, and other instruments, which may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of this organization. The President shall preside at all meetings of the Board of Directors and shall be an ex-officio member of all standing committees of the Board.

Section 6.05 Vice President. The Vice President shall assist and/or perform the duties of the President in the latter's absence or disability. Actions taken by the Vice President on behalf of the Club, whenever the President is unable to serve, shall have the same force and effect as if they were executed by the President.

Section 6.06 Secretary. The Secretary shall keep accurate minutes of all meetings of the Board of Directors and shall be the custodian of the records, documents and papers of this Club. The Secretary shall supervise the safe keeping of all Club records. The Secretary shall have and may exercise any and all other powers and duties pertaining to law, regulation or practice to this office, or imposed by these Bylaws. The Secretary shall also perform such other duties as may be assigned to the Secretary from time to time by the Board of Directors. Minutes will be distributed to all directors no later than 14 days following any minuted meeting, unless directed by the board.

Section 6.07 Treasurer. The Treasurer shall be responsible for maintaining accurate financial records for this Club and safeguarding of Club assets. The Treasurer shall present a report of the organization's financial transactions and status to the Board of Directors at its annual meeting, and from time to time shall make such other reports to the Board of Directors, or members, as requested from time to time. The Treasurer shall be responsible for the timely filing of required federal, state and local tax returns, subject to ACNA requirements. The Treasurer will regulate the investment of Club funds and insure that no single financial institution has deposits on hand in excess of FDIC limits. The treasurer will be required to provide all financial information including tax and investment information regarding the club to requesting agents within 30 days of receipt of request. Requests for club financial information are to be received by the President or chapter representative to the national organization. All reports are to be reviewed by the board prior to submittal. The Treasurer shall perform such other duties as may be assigned to them from time to time by the Board of Directors.

Section 6.08 Authority. Authority to enter into contract or operating agreement. No director, officer, agent or employee of the Club shall have any power or authority to enter into an operating or contractual agreement on its behalf, to pledge its support or involvement 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 such purposes and may be general or limited to specific instances.

Section 6.09 Additional Powers. Any officer of this Club, in addition to the powers conferred upon them by these Bylaws, shall have such powers and perform such additional duties as may be prescribed by the Board of Directors.

Article VII. Executive Board and Committees.

Section 7.01 Executive Committee. The President, Vice President, Secretary and Treasurer shall constitute the Executive Committee. The Executive Committee shall be responsible for proper conduct of the administrative affairs of the organization, the proper functioning of other Committees, and shall ensure compliance with these Bylaws. The Executive Committee shall prepare the Agenda for any meeting of the membership or Board of Directors, and shall circulate the same for a reasonable period of time prior to any such meeting. The responsibilities of the Executive Committee shall include such additional responsibilities as the Board of Directors shall from time to time assign. All decisions of the Executive Committee shall be a majority vote unless otherwise herein provided.

Section 7.02 Committees. The Board of Directors may appoint 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 or delegated to it from time to time by the Board of Directors. Committee members need not be directors of the Club.

Section 7.03 Membership. Each committee shall report to at least one Director. Each committee shall elect a committee chair. Committee chairpersons need not be Directors. Each committee shall have the power to appoint or remove committee members as necessary, subject to approval of the Board of Directors. The President serves as an ex-officio member of all committees.

Article VIII. Election of Directors.

Section 8.01 Nominating Committee. The Board of Directors shall appoint a nominating committee, chaired by a director, and consisting of at least one (1) and up to three (3) active members, which may nominate candidates for the Board of Directors. The nominating committee shall strive to maintain geographic diversity within the Board. All nominees for a Board of Director position must have been a member in good standing for at least two years. The list of candidates will be included, on a ballot that will be mailed or electronically transmitted to all eligible members. The list of candidates, with biographies, will be posted on the GLQC website.

Section 8.02. Conduct and Results of Election. The President will determine each voting member was a member in good standing at the date of the election. A non-interested third party must count the ballots and certify the results to the Board. Upon election by the Board of Directors, the Secretary shall notify each person of their election. The Secretary will maintain the documentation of the election for a period of one year after the election date, for examination of any active member at the principal office of the Club. The results of the election will be posted on the Club website.

Article IX. Indemnification.

Section 9.01 Indemnification of Officers and Directors. To the full extent permitted by any applicable law, this organization shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, or administrative claim, litigation, arbitration or investigative proceeding including a proceeding by or in the right of this Club, by reason of the present or former capacity of such person as

- (a) a director, officer, employee or member of a committee of this organization, or
- (b) a director, officer, partner, trustee, employee, or agent of another organization who while a director, officer, or employee of this organization, is or was serving the other organization at the request of this organization whose duties as a director, officer or employee of this organization involve or involved such service to the other organization, 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 against 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 under this section.

Section 9.02 Insurance. This organization 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 member of a committee of this organization against any liability asserted against such person and incurred by such person in any such capacity.

Article X. Miscellaneous.

Section 10.01 Fiscal Year. The fiscal year of this Club shall begin on January 1 and end on the succeeding December 31.

Section 10.02 Severability. The Bylaws of this organization shall not contain any provisions inconsistent with the Articles of Incorporation and Bylaws of the ACNA. A provision in these Bylaws which becomes

inconsistent through the subsequent amendment of the Articles of Incorporation or Bylaws of the ACNA, or through changes in established national policy, becomes inoperative without effect on the validity of the remaining. In the event any provision herein shall be held to be invalid or unreasonable by any competent court, the remainder shall be interpreted as if such invalid provision were not contained herein and shall remain in full force and effect.

Section 10.03 Books and Records. All books and records of the organization may be inspected by any member, or agent or attorney therefor, for any proper purpose and at any reasonable time.

Section 10.04 Electronic Communications. A member, director or committee member may participate in a meeting by any means of communication by which such person, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by electronic means constitutes presence in person at the meeting. A conference among members, directors, or committee members by any means of communication through which such persons may simultaneously hear each other during the conference is a meeting of the members, 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 10.05 Authority to Borrow, Encumber Assets. No director, officer, agent or employee of this Club shall have any power or authority to borrow money, execute an operating or capital lease 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 such purposes and may be general or limited to specific instances.

Section 10.06 Deposit of Funds. All funds of this organization shall be deposited from time to time to the credit of this organization in federally insured 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.

Section 10.07 Use of Funds. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3j) of the Internal Revenue Code, or Corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(o)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 10.08 Dissolution. Upon the dissolution of the organization, all funds shall be distributed to the ACNA. Should distribution to the ACNA prove impossible, organization assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the U.S. Internal Revenue Code, or corresponding provision of subsequently enacted federal law, or shall be distributed to the federal government, or to a state or local government, for a public purpose. No part of the net assets or earnings of the organization shall inure to the benefit of or be paid or distributed to a officer, Director, member, employee or donor of the organization.

Article XI. Amendment of Bylaws.

Section 11.01 Generally. The Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two-thirds (2/3) majority vote of all members of the Board of Directors at a meeting of the Board of Directors called for such purpose. However, in no event may any amendments be made which would affect the corporation's qualification as a tax-exempt organization pursuant to Section 501(c)(3) of the Federal Tax Code or corresponding section of any future federal tax code.

Section 11.02 Proposed Amendments. The Governance Committee whose purpose is to review this Constitution and Bylaws and whose recommendations for revision are agreed to by a majority vote of that committee, or a consortium constituting at least two percent (2%) or twelve (12) active members of the membership, whichever is less, may propose amendments to the Bylaws. Amendments to the Bylaws proposed under this section shall be submitted to the Secretary in writing and shall be signed by each of the members so proposing the amendment. The Secretary shall caused to be published any alteration, amendment or repeal of any Bylaw so proposed and shall provide to active members no less than twenty-one (21) days' written notice of any meeting of the Board of Directors called for such purpose.

Section 11.03 Ratification. Any alteration, amendment or repeal of any Bylaw duly approved by the Board of Directors must be approved by the ACNA Board of Directors. Bylaws are subject to ratification by the membership within forty-five (45) days following such action by the Board of Directors. These Bylaws are further subject to the approval by the executive director of the ACNA, or designee thereof. The Secretary shall deliver to the executive director of the ACNA for ratification thereby any alteration, amendment or repeal of any Bylaw and within fourteen (14) days following such action by the Board of Directors.

Section 11.04 Ballots. Votes for or against a proposed amendment to these Bylaws shall be cast in a manner approved by the Board of Directors. Written and or electronic communication may be designated.

Section 11.05 Tabulation of Votes. The President and two nominees of the Board shall tabulate the votes cast in the referendum within fifteen days of the due date and certify the results to the Board.

Section 11.06 Notice of Vote or Referendum Results. The Secretary shall publish the results of the referendum. The results will be posted on the GLQC web-site.

Article XII. Conflicts of Interest

Section 12.01 Disclosure. Any possible conflict of interest on the part of any member of the Board of Directors, officer or employee of the corporation, shall be disclosed in writing to the Board of Directors and made a matter of record through an annual procedure and also when the interest involves a specific issue before the board of directors. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself. Every new member of the board of directors will be advised of this policy upon entering the duties of his or her office, and shall sign a statement acknowledging, understanding of and agreement to this policy. The board of directors shall comply with all requirements of Minnesota law in this area and the Minnesota requirements are incorporated into and made a part of this policy statement.

CERTIFICATION

I, _____, do hereby certify that I am the duly elected, qualified or acting Secretary for the Glacier Lakes Quattro Club, Inc., and that the foregoing is a true and correct copy of the bylaws adopted by the Board of Directors on _____, 20__.

Secretary