

BYLAWS
OF
NORTH DAKOTA STATE GAMES, INC.
(A North Dakota nonprofit corporation)

ARTICLE I.
Name – Location

1. Name. The name of the corporation shall be North Dakota State Games, Inc.
2. Address. The mailing address of the corporation shall be 1600 East Century Avenue, Suite 3, Bismarck, ND 58503.
3. Location. The corporation's regular place of business shall be located at 1600 East Century Avenue, Suite 3, Bismarck, ND 58503.

ARTICLE II.
Objectives and Policies

1. Foster Amateur Sports. To foster amateur sports competition within the State of North Dakota by providing multi-sport educational programs to promote knowledge of physical fitness and sports, improve sportsman like competition and provide participation opportunity and recognition for amateur athletes and the general public.
2. Conduct Games. To conduct local, state, national or international competition in sports, and to support and develop amateur athletes for national or international competition in sports, all primarily within the State of North Dakota, including the sponsoring of athletic events and the North Dakota State Games, and in cooperation with local and state governmental bodies, qualified amateur sports organizations and the United States Olympic Committee.
3. Disseminate Information. To assist the general public in appreciating the purpose and value of physical fitness, sports participation, competition and recognition for the personal health and well-being for all North Dakotans.
4. Non-Discrimination. The corporation shall not adopt policies or conduct activities which will discriminate against any person based on color, race, religion, sex, age or national origin.
5. Non-Profit. No part of the net earnings of the corporation shall inure to the benefit of any director, officer or member.

ARTICLE III.
Members

1. Qualification and Duration. Any person, firm, partnership, corporation, foundation, or other organization which contributes amounts as determined by the Board of Directors to the corporation will be enrolled as a member of the corporation. All members shall be of the same class.
2. Member Rights. A member of the corporation in good standing shall have the following rights and privileges:
 - a. The right to attend and participate in all membership meetings and receive appropriate mailings, but membership shall carry no voting privileges.
 - b. The right to be nominated and elected by the Directors to serve as an officer, member of the Board of Directors or as a committee member.
 - c. The right to exercise such other rights and privileges as may be prescribed for members by the Board of Directors.
3. Annual Meetings. The annual meeting of the members of the corporation shall be held at such specific time, place and date as shall be designated by the Board of Directors.
4. Special Meetings. Special meetings of the membership of the corporation may be called at such time, date and place as the President or board of directors shall prescribe. Special meetings may also be called by presenting a petition signed by not less than twenty percent (20%) of the members in good standing.
5. Notice of Membership Meetings. Notice of the above meetings shall be given by written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. The notice shall be delivered at least fifteen (15) days prior to the meeting, either personally or by mail, to each member of the corporation. Such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid and addressed to the member's address as it appears in the corporations records. Notice of special membership meetings shall be given to all members in like manner as described herein, with the exception that said notice shall be delivered at least ten (10) days prior to the special meeting.
6. Waiver of Notice of Meetings. Notice of any meeting of the members may be waived in the same manner as prescribed for meetings of the Board of Directors as provided in Article IV, Section 11 hereof.

ARTICLE IV.
Board of Directors

1. Powers. Subject to any limitations in the Articles of Incorporation of the Corporation, these Bylaws and the laws of the State of North Dakota, the affairs of the Corporation shall be managed by the Board of Directors.
2. Numbers and Qualification. The authorized number of Directors of the Corporation shall be not less than three (3) nor more than fifteen (15) as determined by resolution of the Board of Directors. Directors need not be residents of the State of North Dakota nor members of the Corporation.
3. Election or Appointment and Terms of Office. The initial Directors shall be those named in the Articles of Incorporation. Thereafter, the Directors shall be elected or reelected by the other members of the Board of Directors then in office. Each Director shall hold office for three (3) years and until his successor is elected and qualified, or until his death, resignation or removal; except that the initial Directors and the first seven elected thereafter shall hold office until the 1988 annual meeting. Thereafter, Directors shall be elected by the Board at any regular or special meeting for three (3) year terms on a staggered schedule so that no more than one-third of the Directors' terms expire in any one year. Directors may be re-elected to serve more than one term in office.
4. Resignation. A Director may resign at any time by giving written notice to the Secretary of the Corporation, who shall advise the Board of Directors of such resignation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary of the Corporation, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.
5. Removal. Any individual Director may be removed from office for cause, or for any reason provided in the Articles of Incorporation or the Bylaws of this Corporation, by the action of the members of the Board of Directors.
6. Vacancies. A vacancy or vacancies in the Board of Directors occurring for any reason, including an increase in the authorized number of Directors, may be filled by the action of the Board of Directors of the Corporation. Each Director so elected shall hold office for the unexpired portion of the term he was elected to fill and until his successor is elected and qualified, or until his death, resignation or removal.
7. Regular Meetings. Regular meetings of the Board of Directors of the Corporation shall be held at least three (3) times each year, and may be held at such time and place as the Board of Directors may designate, or in the absence of designation by the Board, as the President shall designate. An annual meeting of the Board of Directors

- shall be held during the month of August each year for the election of officers and the transaction of such other business as may properly come before the meeting. In the event of failure, through oversight or otherwise, to hold the annual meeting of Directors in any year during the month herein provided therefore, the meeting, upon waiver of notice or upon due notice, may be held at a later date, and any election had or business transacted at such meeting shall be as valid and effectual as if had or transacted at the annual meeting during the month herein provided.
8. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be held whenever called by the President of the Corporation, or if the President is absent or is unable or refuses to act, by any Vice-President, or by any two (2) Directors.
 9. Place of Meetings. Meetings of the Board of Directors shall be held at any place within or outside the State of North Dakota.
 10. Notices. Notice of any meeting of the Board of Directors, in each case specifying the place, date and hour of the meeting shall be delivered to each Director at least five (5) days prior to the date of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage prepaid, addressed to the Director at his address as it appears on the records of the Corporation.
 11. Waiver of Notice. The transactions of any meeting of the Board of Directors, however, called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, a written waiver of notice of the meeting, containing the same information as would have been required to be included in a proper notice of the meeting, is signed by (a) each Director not present at the meeting, and (b) each Director present at the meeting who objected thereto to the transaction of any business because the meeting was not lawfully called or convened. All such waivers shall be filed with and made a part of the minutes of the meeting.
 12. Action Without Meeting. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if all the Directors shall consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.
 13. Quorum A majority of the Directors in office shall constitute a quorum for the transaction of business. 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 shall be the act or decision of the Board of Directors, unless the law, the Articles of Incorporation of these Bylaws require a greater proportion.
 14. Adjournment. Any meeting of the Board of Directors, whether regular or special, and whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the Directors present. Notice of the time and place of an adjourned

meeting need not be given to absent Directors if said time and place are fixed at the meeting adjourned. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting adjourned.

15. Organization. The president of the Corporation, or in his absence, a chairman chosen by a majority of the Directors present, shall act as chairman at every meeting of the Board of Directors. The Secretary of the Corporation, or in his absence any person appointed by the chairman of the meeting, shall act as secretary of the meeting.

ARTICLE V. Committees

1. Standing Committees. The Corporation shall have the following standing committees: Executive Committee, Finance Committee and nominating Committee. Such standing committees shall be formulated and operated as set forth in Section 2 of this Article V, except as otherwise provided.
 - a. Executive Committee. The Executive Committee shall consist of the officers and two other persons appointed from the board by the President with the approval of the Board. The Executive Committee will always have at least five members. The Executive Committee shall have charge of the affairs and programs of the Corporation and the Board between their regular meetings. The Executive Committee may, in case of necessity or emergency, act on behalf of the Board, submitting its actions for Board approval or ratification. Three members of the Executive Committee shall comprise a quorum. Sections 10, 11 and 12 of Article IV shall also apply to the Executive Committee.
 - b. Nominating Committee. No less than 30 days prior to the Annual Meeting of members, the Board shall elect a Nominating Committee consisting of five Directors. The Committee will elect its own Chairman. The Committee will be responsible for nominating a single slate of Directors and officers to fill any vacancies occurring at the next Annual Meeting. The Committee shall be responsible for contacting the prospective Board members to determine their willingness to serve. The Committee shall submit this report at the Annual Meeting. Nominations from the floor will also be requested. Approval of nominations will be by ballot and by majority vote of the Directors then in office.
 - c. Finance Committee. The Finance Committee shall consist of the Secretary/Treasurer and four other members appointed by the President with the approval of the board. The Committee will supervise the finances of the Corporation, including without limitation, fund raising, budgeting, accounting and reporting functions.

2. Other Committees. The Board of Directors may by appropriate resolution designate one or more other committees, each of which shall consist of two (2) or more Directors elected by the Board of Directors, which to the extent provided in said resolutions or in these Bylaws, shall have and may exercise, when the Board of Directors is not in session, the particular function for which the committee was created. Members of the Corporation who are not members of the Board of Directors may be members of any such committee. The Board of Directors may elect one or more Directors as alternate members of any such committee, who may take the place of any absent committee member or members at any meeting of such committee. The designation of such committee or committees and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or him by law.

ARTICLE VI. Officers

1. Officers. The Corporation shall have a President, one or more Vice-Presidents, a Secretary/Treasurer and such other officers as the Directors may appoint. Any two or more of said offices may be held by the same person, except that the offices of President and Secretary and the offices of President and Vice-President may not be held by the same person.
2. Election. The officers of the Corporation shall be chosen annually by the Board of Directors, and each shall hold his office until his successor shall have been duly elected and qualified, or until his death, resignation or removal. The first regular election shall be held at the 1987 annual meeting of the Board of Directors.
3. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary or the Board of Directors as the case may be, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.
4. Removal. Any officer may be removed from office by the action of the Board of Directors, whenever in their judgment the best interests of the Corporation will be served thereby.
5. Vacancies. A vacancy occurring in any office, for any reason, may be filled for the unexpired portion of the term of said office by the Board of Directors.
6. President. The President shall have such responsibilities and powers as may be delegated to him by the Board of Directors and shall at all times be subject to the policies, control and direction of the Board of Directors. He may sign and execute, in the name of the Corporation, any instrument authorized by the Board of Directors,

7. Vice-President. In the absence or disability of the President, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. If at any such time the Corporation has more than one Vice-President, the duties and powers of the President shall pass to the Vice-Presidents in order of their rank as fixed by the Board of Directors, or if they are not so ranked, to the Vice-President designated by the Board of Directors. The Vice-Presidents shall have such other powers and perform such other duties as may be prescribed for them from time to time by the Board of Directors, or these Bylaws.
8. Secretary\Treasurer. The Secretary\Treasurer shall:
 - a. Certify and keep at the principal office of the Corporation the original or a copy of its Articles of Incorporation and Bylaws, as amended or otherwise altered to date.
 - b. Keep at the principal office of the Corporation or such other place as the Board of Directors may direct, a book of minutes of all meetings of the Board of Directors and committees thereof, with the time and place of holding, whether regular or special and, if special, how authorized, the notice thereof given, and the names of those present at the meetings.
 - c. See that all notices are duly given accordance with the provisions of these Bylaws or as required by law.
 - d. Be custodian of the records of the Corporation.
 - e. See that the books, reports, statements, and all other documents and records required by law are properly kept and filed.
 - f. Exhibit at all reasonable times to any Member or Director, upon application, the Bylaws and minutes of proceedings of the Board of Directors and committees thereof of the Corporation.
 - g. Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks or other depositaries as shall be selected by the Board of Directors.

- h. Keep and maintain adequate and correct account of the Corporation's properties and business transactions, including account of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus.
 - i. Exhibit at all reasonable times the books of account and records to any Director during business hours at the office of the Corporation where such books and records are kept.
 - j. Render a statement of the condition of the finances of the Corporation at all meetings of the Board of Directors, and a full financial report at the annual meeting of the Board of Directors.
 - k. Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.
 - l. In general, perform all duties incident to the office of secretary/treasurer, and such other duties as from time to time may be assigned to him by the Board of Directors.
9. Assistant Secretary/Treasurer. The Assistant Secretary/Treasurer shall perform such duties and possess such powers as from time to time shall be assigned by the Board of Directors, the President, or the Secretary/Treasurer. In the absence, inability, or refusal to act of the Secretary/Treasurer, or at the discretion of the Secretary/Treasurer, the Assistant Secretary/Treasurer shall perform the duties and exercise the powers of the Secretary/Treasurer. The Assistant Secretary/Treasurer need not be a member of the Board.

ARTICLE VII.
Indemnification

1. Third Party and Derivative Actions. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (including an action by or in the right of the corporation), by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid or necessarily incurred, in settlement or otherwise, by him in connection with such action, suit or proceeding. Indemnification shall be had except in relation to matters as to which any director, officer, agent, employee person serving at the Corporation's request, or former director, officer, agent, employee, or person serving at the Corporation's request, shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty. Even if liability for willful misconduct is found, indemnity shall be had if the court in which such action or suit

was brought shall determine, that despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for those expenses which such court shall deem proper. Indemnification shall not be deemed exclusive of any other rights to which the director, officer, agent, employee, or other person serving at the Corporation's request is entitled to under any agreement, or otherwise.

2. Determination. Any indemnification under Section 1 of this Article VII (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, agent, or person serving at the Corporation's request is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1 of this Article VII. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of the disinterested Directors so directs, by independent legal counsel in a written opinion; provided, however, that if a director, officer, employee or agent of the Corporation, or person serving at the Corporation's request has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 of this Article VII or in defense of any claim, issue or matter therein, he shall automatically be indemnified against expenses (including attorney's fees) actually and necessarily incurred by him in connection therewith without the necessity of any such determination that he has met the applicable standard of conduct set forth in Section 1 of this Article VII.
3. Payment in Advance. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors as provided in Section 2 of this Article VII upon receipt of an undertaking by or on behalf of the director, officer, employee, agent, or person serving at the Corporation's request to repay such amount if and when it should ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this Article VII.
4. Insurance. The Board of Directors may exercise the Corporation's power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability hereunder or otherwise.
5. Other Coverage. The indemnification provided by this Article VII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles of incorporation, these bylaws, agreement, vote of

disinterested Directors, the North Dakota nonprofit corporation law, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee, agent or one serving at the Corporation's request and shall inure to the benefit of the heirs and personal representatives of such a person.

ARTICLE VIII.

Instruments, Bank Accounts, Checks and Drafts; Loans; Gifts

1. Execution of Instruments. Except as in these Bylaws otherwise provided, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. Except as so authorized, or as in these Bylaws otherwise expressly provided, no officer, agent, or employee shall have any power or authority to bond the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.
2. Bank Accounts. The Board of Directors from time to time may authorize the opening and keeping of general and/or special bank account with such banks, trust companies or other depositaries as may be selected by the Board or by any officer or officers, agent or agents of the Corporation to whom such power may be delegated from time to time by the Board of Directors. The board of Directors may make such rules and regulations with respect to said bank accounts, not inconsistent with the provisions of these Bylaws, as the Board may deem expedient.
3. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation, and in such manner, as shall be determined from time to time by resolution of the Board of Directors. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositaries may be made without countersignature, by the President or any Vice-President, or the Secretary/Treasurer or any Assistant Secretary/Treasurer, or by any other officer or agent of the Corporation to whom the Board of Directors, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Corporation.
4. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans may be made to any Officer or Director of the Corporation, directly or indirectly.

5. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or device for the general purposes or for any special purposes of the Corporation.

ARTICLE IX.
Miscellaneous

1. Fiscal Year. The fiscal year of the Corporation shall end on September 30.
2. Corporate Seal. The Corporation shall have no seal.
3. Rules of Order. "Robert's Rules of Order Newly Revised," shall govern meetings of this Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.
4. Amendment. All or any portion of these Bylaws may be amended or repealed by a resolution approved by the Board of Directors.

ARTICLE X.
Dissolution

1. Dissolution. In the event of dissolution or liquidation of this Corporation or in the event it shall cease to carry out the objectives and purposes herein set forth, all business property and assets of the Corporation, after the payment of, or subject to, all outstanding indebtedness, shall go and be distributed to one or more nonprofit corporations, governmental entities, or combinations thereof, as may be selected by the Board of Directors of this Corporation, pursuant to Article 5c. of the Articles of Incorporation.

Adopted by the Board of Directors
on the _____ day of August 1986.

Amended by the Board of Directors
on the 5th day of November 2007