

MANITOU CENTER

COMPANY DATA

As of July 1, 2016

Date of Organization: July 1, 2016

State of Organization: Minnesota

Principal Place of Business: 686 West 5<sup>th</sup> St., Winona, MN 55987

Board of Directors:

Board Member: Trish Johnson (Chair)

Board Member: Paul Stern (Treasurer)

Board Member: Liberty Kohn (Secretary)

Board Member: Lew Overhaug

Board Member: Pam Eyden

Board Member: Randy Schenkat

**ARTICLES OF ORGANIZATION  
MANITOU CENTER**

The undersigned incorporator(s) is an (are) individual(s) 18 years of age or older and adopt the following articles of incorporation to form a nonprofit corporation (Chapter 317A).

**ARTICLE I  
NAME**

The name of this corporation shall be Manitou Center.

**ARTICLE II  
REGISTERED OFFICE ADDRESS**

**2.1 Registered Office**

The place in Minnesota where the principal office of the corporation is to be located at 686 West Fifth St., Winona, MN, 55987.

**2.2 Change of Address**

The designation of the county or state of the Corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require an amendment of these Bylaws:

New Address:		
Dated:		

New Address:		
Dated:		

New Address:		
Dated:		

**2.3 Other Offices**

The Corporation may also have offices at such other places, within or without its state of Incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

### **ARTICLE III PURPOSE**

This corporation is organized exclusively for charitable and religious purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The purpose of this corporation is:

- (a) to provide an environment for the cultivation of mind, body, and spirit;
- (b) to engage in activities related to the maintenance and development of this center and the communities it serves;
- (c) to promote expressions of compassionate and engaged mindfulness practice in such areas as educational, private business, social service, civic engagement, health care, and organizational leadership;
- (d) to provide community access to holistic, wellness-based, movement arts programming including but not limited to martial arts, qi gong, nia, and yoga;
- (e) to train and certify instructors within the traditional Chinese martial arts traditions represented within Manitou programming (Choy li fut, Baji, Chen Taiji, Qi Gong);
- (f) to develop a Zen based community by teaching and supporting participation in meditation, embodiment practices, and mindfulness practices as means to deepen spiritual understanding and realization within individual's own religious or non-religious life path and to welcome interfaith dialogue and study;
- (g) to promote meditation and contemplative practice as a path for spiritual development for all interested persons, without exception for age, gender, race, socio-economic class, creed or sexual orientation through on site programming, workshops, seminars, and courses;
- (h) to promote expressions of compassionate, awakened, and engaged living through meditation and contemplative practices influencing on-going interactions in such areas as social service, social justice, and conflict resolution;
- (i) to provide an environment that utilizes these integrated practices as pathways to awaken individuals to cultivate and sustain lifestyles that promote a more engaged and present human experience and to share this learning with the intent of fostering more compassionate and mindful communities.

#### **3.1 Number**

The Corporation shall have three (3) to six (6) Board Members (at the discretion of a majority of the officers of the Board of Directors), and collectively they shall be known as the Board of Directors. The members Board of Director(s) shall further act to provide insight, expertise, and direction to the ongoing evolution of community outreach, marketing, and programming.

#### **3.2 Qualifications**

All members of the Board of Directors shall be adults of age of majority in this state.

#### **3.3 Powers**

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these bylaws relating to action required or permitted to be taken or approved by the members, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

#### **3.4 Duties**

It shall be the duty of the members of Board of Directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;

- b. Set compensation for Program Directors;
- c. Ensure that the members of the Board perform all expected duties properly;
- d. Meet at such times and places as required these Bylaws;
- e. Register their address and e-mail with the Secretary of the Corporation.

### **3.5 Term of Office**

Each Board Member shall hold office for a minimum period of five (5) years, and until his or her successor is elected and qualifies, except during the first year.

### **3.6 Compensation**

Board members shall serve without compensation except that a reasonable fee may be paid to members of the Board of Directors for attending regular and special meetings. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

### **3.7 Place of Meetings**

Meetings shall be held at the principal office of the Corporation unless otherwise provided by the Board of Directors or at such other place as may be designated from time to time by resolution of the Board of Directors.

### **3.8 Regular Meetings**

Regular Meetings of the Board of Directors shall be held at times chosen by the officers of the Board of Directors.

At the regular, annual meeting of the Board of Directors, elections shall be conducted as necessary to fill vacancies for the Board of Directors. Voting for the election shall be written ballot. Each Director shall cast one vote per vacancy, and may vote for as many candidates as the number of vacancies to be filled. The candidate(s) receiving the highest number of votes up to the number of members of the Board shall be elected to serve on the Board of Directors from that time forward.

### **3.9 Special Meetings**

Special meetings of the Board of Directors may be called by a majority of the officers of the Board of Directors. They may vote within such a special meeting by telephone, e-mail or fax. Such meetings shall be held at the principal office of the Corporation or, if different, at the place designated by the person or persons calling the special meeting.

### **3.10 Notice of Meetings**

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

**a. Regular meetings.** Notice will be given at least two weeks in advance of any regular meeting of the Board of Directors.

**b. Special meetings.** At least one-week prior notice shall be given from the Secretary of the Incorporation to each Director regarding any special meeting of the Board of Directors. Such notice may be oral or written, maybe given personally, by first-class mail, by email, by telephone and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting.

**c. Waiver of notice.** Whenever any notice of a meeting is required to be given to any Director of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the Board, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

### **3.11 Quorum for Meetings**

A quorum shall consist of more than half of the current number of the members of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board of Directors at any meeting at which the required quorum is not present, and the only binding motion at such meeting is a motion to adjourn.

### **3.12 Majority Action as Board of Directors Action**

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors.

### **3.13 Conduct of Meetings**

A chosen board member will preside over meetings of the Board of Directors. The board member fulfilling the role of Secretary shall act as Secretary of all meetings of the Board of Directors, provided that, in his or her absence, the presiding officer shall appoint another person to act as a secretary of the meeting. Meeting shall be governed by such procedures as may be approved by the officers of the Board of Directors from time to time, in so far as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

### **3.14 Vacancies**

Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any Director, and (2) whenever the number of authorized Directors is increased.

Any member of the Board of Directors may resign effective upon giving written notice to the board. No member of the Board of Directors may resign if the corporation would then be left without the duly elected director or directors in charge of its affairs, except upon notice to the office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by any accordance with the laws of the state.

Unless otherwise prohibited by the articles of incorporation, these Bylaws, or provisions of law, vacancies on the Board of Directors may be filled by approval of the Board of Directors. If the number of individuals on the Board of Directors then in office is less than a quorum, any vacancy on the Board of Directors may be filled by approval of a majority of the Directors then in office or by the sole remaining Director. A person elected to fill a vacancy on the Board of Directors shall hold office until the next election of the Board of Directors or until his or her death, resignation, or removal from office.

### **3.15 Non— Liability of Directors**

The members of the Board of Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

### **3.16 Indemnification by Corporation of Directors and Officers**

The members of the Board of Directors and officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of this state.

### **3.17 Insurance for Corporate Agents**

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation in (including a Director, officer, employee, or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provisions of law.

## **ARTICLE IV OFFICERS**

### **4.1 Designation of Officers**

The officers of the Corporation shall be the members of the Board Of Directors.

### **4.2 Qualifications**

Any adult (over 18 years of age) person may serve as an officer of this Corporation.

### **4.3 Officers**

Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office for a minimum of five years, or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

### **4.4 Removal and Resignation**

Any board member may be removed, either with or without cause, by the Board of Directors. This may happen at any time with a 2/3 vote from the remaining officers at a meeting of the Board of Directors or a special meeting. Any officer may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflict in terms of a contract, which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Corporation.

### **4.5 Vacancies**

Upon appointment, Program Directors of traditional practices with lineages of study (Zen programming, kung fu/taiji programming) will write instructions appointing a successor or successors to this office and have it notarized. In the case of vacancy caused by the death, physical or mental incapacitation, or resignation of the Program Director(s), the written instructions will be put into effect by an the Board of Directors, and any necessary accommodations will be made to the bylaws by the them.

If the Program Director appears to be mentally and/or physically incapacitated, the determination of this will be made by the group of all those the then-current Program Director had certified as teachers (roshis, senseis); their expert judgment will prevail in this determination, although they make seek other professional advice and consultation if that appears appropriate to them. A full board consensus vote will be required to determine that the Director is incapacitated. A 2/3 majority vote of this group will be required to determine succession, in the case that the Program Director has not properly named a successor, or that successor is unavailable to assume this position..

Any vacancy of any officer of the Board of Directors caused by death, resignation, mental or physical incapacitation, removal, disqualification, or otherwise, shall be filled by the Board of Directors. Within 30 days of such event, a special meeting of the Board of Directors will be called to elect a Board Member to fill the vacant office. In the event of a vacancy in any office, other than Program Director, such vacancy may be filled temporarily by appointment by the Board of Directors until such time as the Board of Directors shall vote to fill the vacancy permanently.

### **4.6 Duties of Board Chair**

A board member shall fulfill the role of Chair on a voluntary basis. Should no Board member volunteer, the role will be filled by the members of the Board. The Chair shall perform the function of support, facilitation, and shall offer supervision of the affairs of the corporation and the activities of the officers of the Corporation, subject to the control of the Board of Directors.

He or she shall perform all duties in incident to his or her office and such other duties as may be required

by law, by the Articles of Incorporation or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The Chair shall preside at all meetings of the Board of Directors and, if this corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation or by these Bylaws, he or she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

#### **4.7 Duties of Secretary**

A Board Member shall fulfill the role of Secretary on a voluntary basis. Should no Board member volunteer, the role may also be rotated among board members dependent upon qualifications and interest of the board members.

The Secretary shall:

Certify and keep at the principal office of the Corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date;

Keep at the principal office of the Corporation or at such other place as the Board of Directors may determine, a book of minutes of all meetings of the Directors, and if applicable, meetings of committees of Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof;

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

Be custodian of the records and off the seal of the corporation and affix the seal, as authorized by law or to provisions of these bylaws, the duly executed documents of the Corporation;

Keep at the principal office of the corporation and membership book containing the name and address of all members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased;

Exhibit at all reasonable times to any director of the Corporation, or to his or her agent or attorney, and to anyone else so entitled by state or federal law, on the request therefor, the Bylaws, the membership folk, and the minutes of the proceedings of the Directors of the Corporation;

In general, perform all duties incident to the office or of Secretary and such other duties as may be required by law, by the Articles of Incorporation or by the Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

#### **4.8 Duties of Treasurer**

A Board Member shall fulfill the role of Treasurer on a voluntary basis. Should no Board Member volunteer, the role may also be rotated among board members dependent upon qualifications and interest of the board members.

The Treasurer shall:

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, trust companies, or other depositories as shall be selected by the Board of Directors;

Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever;

Disperse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements;

Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses;

Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request therefore;

Render to the Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation;

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports;

In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors. In the absence of a treasurer, an alternate Board member will assume these duties and responsibilities.

## **ARTICLE V COMMITTEES**

### **Section 1. Committees**

The Corporation shall have such other community as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board of Directors and shall act in an advisory capacity to the Board of Directors.

### **Section 3. Meetings and Action of Committees**

Meetings and actions of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, which such changes in the context of such Bylaws provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

## **ARTICLE VI EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS**

### **6.1 Execution of Instruments**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **6.2 Checks and Notes**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer or Program Director(s).

### **6.3 Deposits**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.



#### **6.4 Gifts**

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this Corporation.

### **ARTICLE VII CORPORATE RECORDS, REPORTS, AND SEAL**

#### **7.1 Maintenance of Corporate Records**

The Corporation shall keep at its principal office:

- a. Minutes of all meetings of Directors, committees of the Board of Directors and if this Corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of accounts, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- c. A copy of the Corporation's Article of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the Corporation at all reasonable times during office hours.

#### **7.2 Corporate Seal**

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

#### **7.3 Directors Inspection Rights**

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these Bylaws, and provisions of law.

#### **7.4 Right To Copy And Make Extracts**

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

#### **7.5 Periodic Report**

The Board of Directors shall cause any annual or Periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this Corporation, to be so prepared and delivered within the time limits set by law.

### **ARTICLE VIII IRC 501(c)3 Tax exemption provisions**

#### **8.1 Limitations on Activities**

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by section 501H of the internal revenue code), and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of all, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501(c)3 of

the Internal Revenue Code, or (b) by a Corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

### **8.2 Prohibition Against Private Inurement**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, or trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

### **8.3 Distribution of Assets**

Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code or shall be distributed to do federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

### **8.4 Private Foundation Requirements and Restrictions**

In any taxable year in which this Corporation is a private foundation as described in section 59A of the Internal Revenue Code the Corporation 1) shall distribute its income aforesaid. At such time and manner as not to subject it to tax under Section 4942 of the internal revenue code; 2) shall not engage in any act of self – dealing as defined in section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code.

## **ARTICLE IX AMENDMENT OF BYLAWS 9.1 Amendment**

Subject to the power of the members, if any, of this Corporation to adopt, amend, or repeal the Bylaws of this Corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

These Bylaws may be amended at any meeting of the Board of Directors, by a majority of those present.

## **ARTICLE X CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other Founding Document of this Corporation filed with the office of this state used to establish the legal existence of this Corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any further federal tax code.

### Adoption of Bylaws

We, the undersigned, are all of the initial directors or incorporators of this Corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of thirteen (11) preceding pages, as the Bylaws of this Corporation.

Winona, MN	Date
Patricia Johnson	
Paul Stern	
Lew Overhaug	
Liberty Kohn	
Randy Schenk	
Pamela Eyden	