

**BYLAWS
OF
SOO LINE COMMUNITY GARDEN**

**ARTICLE I
LOCATION**

1.1 Registered Office. The registered office of Soo Line Community Garden (the “Organization”) in the State of Minnesota shall be as stated in the Articles of Incorporation (the “Articles”), or at such other place within the State as the Board of Directors (or “Board”) may designate from time to time.

1.2 Principal Office. The principal office of the Organization, where the general business of the Organization takes place, and the records of the Organization are kept, shall be at 2639 Aldrich Ave South, #101, Minneapolis, Minnesota 55408, or at such other place in the State of Minnesota as the Board of Directors shall designate from time to time. The business of the Organization shall be transacted from the principal office, and the records of the Organization shall be kept there.

1.3 Other Offices. The Organization may have such other offices within and without the State of Minnesota as the Board of Directors may determine.

**ARTICLE II
MEMBERS**

2.1 Members. Membership in the Organization shall consist of one class of membership (the “Members”). Criteria for membership requires: (i) completion of the Organization’s annual registration agreement and acknowledgement of the Organization’s policies and procedures (in such form that has been approved by the Board) (the “Registration and Acknowledgement Agreement”); (ii) the Board’s acceptance of the applying Member’s Registration and Acknowledgement Agreement; (iii) the applying Member’s payment of the Organization’s Registration and Acknowledgement Agreement fee, which such fee may be waived from time to time for a particular applying Member in the Board’s sole discretion; and (iv) completion by the Member of the Organization’s Work Day requirements upon the Member’s admission as a Member of the Organization. The term of membership shall be one (1) year, which shall run from March 15 through March 14 of the following year. Members are entitled to vote on matters not otherwise provided for by the Board under law or in these Bylaws.

2.2 Dues. The Board of Directors shall have the right to determine the dues or other payments to be made by the Members of the Organization from time to time.

2.3 Resignation of Members. A Member may resign as such at any time by tendering such resignation in writing to the President of the Board of Directors of the Organization. Such resignation shall be effective when executed by such Member but shall not relieve the Member from any outstanding financial obligations to the Organization.

2.4 Record Date. For the purpose of determining Members entitled to notice of and to vote at any meeting of Members or any adjournment thereof, or in order to make a determination of Members for any other proper purpose, the Board of Directors of the Organization may, but need not, fix a date as the record date for any such determination of Members, which record date, however, shall in no event be more than fifteen (15) days prior to any such intended action or meeting.

ARTICLE III MEETINGS OF MEMBERS

3.1 Annual Meeting. The annual meeting of the Members of the Organization held for the transaction of such business as may properly come before the meeting, shall be held at such time each year as may be designated from time to time by the Board of Directors and at the place, within or without the State of Minnesota, designated from time to time by the Board of Directors.

3.2 Special Meetings. Special meetings of the Members, for any purpose or purposes appropriate for action by Members, may be called by the President of the Board of Directors, by a member of the Board of Directors, or by ten percent (10%) or more of the Members of the Organization. A person or persons entitled to call a special meeting of the Board of Directors may make a written request to the Secretary to call the meeting. The Secretary shall give written notice of the meeting in the manner provided below, and the meeting shall be held within thirty (30) days but not less than fourteen (14) days after receipt of the request to call a special meeting. If the Secretary fails to give notice of the meeting within three (3) days from the day on which the request was received by the Secretary, the person or persons who requested the special meeting may fix the time and place of meeting, and give notice thereof. The Board of Directors may determine that one or more meetings of the Members shall be held solely by means of remote communication. Such authorization may be general or confined to specific instances.

3.3 Notice of Meetings.

3.3.1 Annual Meeting Notice. The Secretary of the Organization shall provide all Members with no less than ten (10) days advance written notice of the annual meeting of the Members, excluding the day of the meeting. Said notice shall include proposed agenda items, but the failure to include an agenda item in the notice shall not prevent action from being taken with respect to such item, except that notice of a meeting at which an amendment to the Articles will be proposed must contain the substance of the proposed amendment.

3.3.2 Special Meeting Notice. The Secretary of the Organization shall provide all Members with no less than seven (7) days advance written notice of a special meeting of the Members, excluding the day of the meeting.

3.3.3 Notice of Meeting by Remote Communication. If the notice of a meeting provides that such meeting is to be held solely by means of remote

communication, then such notice shall include a statement identifying the means by which the Members may participate in such meeting.

3.4 Delivery of Notice. Notice shall be delivered personally, sent by facsimile communication, sent by electronic mail, posted on an electronic network together with a separate notice to the Member of the specific posting, mailed, first class, postage prepaid, or by such other means as the Secretary deems fair and reasonable under the circumstances. Whenever written notice to Members provides less than seven (7) days advance written notice of the meeting, excluding the date of the meeting, reasonable effort shall be made to notify Members by telephone of the meeting at the time of giving written notice, but the failure to contact any Member(s) by telephone shall not affect the validity of the meeting or any action taken at such meeting.

3.5 Waiver of Notice. Any Member may waive notice of any meeting of the Members in writing before, at, or after a meeting. The attendance of a Member at any meeting shall constitute a waiver of notice of such meeting, unless he or she 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 in the meeting, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and does not participate in the consideration of that item at the meeting. The waiver shall be filed with the person who has been designated to act as secretary of the meeting, who shall enter the waiver upon the records of the meeting.

3.6 Quorum. The presence of at least fifteen percent (15%) of the Members shall constitute a quorum for the transaction of business at any meeting of the Members, but the Members present at any meeting, although less than a quorum, may adjourn the meeting from time to time. If a quorum is present when a duly called or held meeting is convened, the Members present may continue to transact business until adjournment, even though the withdrawal of Members originally present leaves less than the proportion or number otherwise required for a quorum.

3.7 Rules of Procedure. The Board of Directors may adopt or establish rules of procedure for conducting meetings of the Members, provided such rules are not inconsistent with the Organization's Articles, these Bylaws, or Minnesota law. In the absence of Board action, the Chairman of the Board shall establish rules of procedure for conducting meetings of the Members, provided such rules are not inconsistent with the Organization's Articles, these Bylaws, or Minnesota law.

3.8 Voting. Each Member is entitled to one (1) vote. The Members shall take action by the affirmative vote of a majority of Members present and entitled to vote on the action except where a different vote is required by law, the Articles, or these Bylaws.

3.9 Action Without Meeting of Members. Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting by written action signed by all of the Members entitled to vote on a question before a meeting of the Members. Such written action shall be effective when signed by all of the Members entitled to vote thereon, or at such different effective time as is provided in the written action. For purposes of this Section 3.9, an

electronic signature satisfies the requirement of a signature so long as the electronic communication containing the electronic signature sets forth sufficient information from which the Organization can reasonably conclude that the communication was actually sent by the purported sender. If a certificate concerning a Member action is to be filed with the Secretary of State, the officer of the Organization signing the certificate on behalf of the Members must indicate on the certificate that such action was taken pursuant to Section 317A.445 of the Minnesota Nonprofit Corporation Act, and as may be amended from time to time (the “Act”).

3.10 Action by Written Ballot. An action that may be taken at a regular or special meeting of Members may also be taken without a meeting if the Organization mails or otherwise delivers a ballot to every Member entitled to vote on the matter describing the proposed actions and providing an opportunity to vote for or against each proposed action. Ballots under this Section 3.10 shall indicate the number of responses necessary to meet quorum requirements, the percentage of approvals necessary to approve each action and the time by which the ballot must be received by the Organization to be counted. Approval under this section is valid only if the number of ballots received 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 action at a meeting of which the total number of votes cast was the same as the number of votes cast by ballot. Written ballots may be delivered personally, sent by facsimile communication, sent by electronic mail, posted on an electronic network together with a separate notice to the Member of the specific posting, or mailed, first class postage prepaid.

3.11 Meeting Solely by Means of Remote Communication. An annual or special meeting of the Members may be held solely by one or means of remote communication, including electronic communication, conference telephone, video conference, the Internet, or such other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis, if the same notice is given of the meeting as would be required for a meeting at a designated place, and if the number of Members participating in the meeting is sufficient to constitute a quorum at the meeting. Participation in a meeting in this manner constitutes presence at a meeting. When a meeting is conducted under this Section 3.11, reasonable measures shall be implemented to ensure each Member deemed present and entitled to vote at the meeting (i) is a Member entitled to vote at meetings of the Members under Section 3.8 of this Article, and (ii) has a reasonable opportunity to participate in and vote on matters at the meeting.

3.12 Individual Participation in Meetings by Means of Remote Communications. A Member may participate in a meeting of the Members by any means of remote communication, including conference telephone, electronic communication, video conference, the Internet, or such other means by which Members not physically present in the same location may communicate with each other on a substantially simultaneous basis, through which that Member and other Members so participating and all Members physically present at the meeting may participate with each other during the meeting. Participation in a meeting in this manner constitutes presence at the meeting. When a Member participates in a meeting under this Section, reasonable measures shall be implemented to ensure each Member deemed present by remote communication and entitled to vote at the meeting (i) is a Member entitled to vote at meetings of

the Members under Section 3.8 of this Article, and (ii) has a reasonable opportunity to participate in and vote on matters at the meeting.

ARTICLE IV BOARD OF DIRECTORS

4.1 General Powers. The business and affairs of the Organization shall be managed by or under the direction of the Board of Directors. In addition to the powers conferred upon the Board of Directors by these Bylaws, the Board of Directors may exercise all powers of the Organization and perform all acts, which are not prohibited to it by law, by the Articles, or by these Bylaws, all as may be amended.

4.2 Number. The Board of Directors of the Organization shall be composed of not less than three (3) Directors, but may be adjusted as determined from time to time by the Board of Directors of the Organization. No decrease in the number of Directors pursuant to this section shall effect the removal of any Director then in office.

4.3 Qualifications. The Directors shall be adult natural persons. Each Director shall demonstrate his or her willingness to accept responsibility for governance and his or her availability to participate actively in governance activities. Directors shall be selected to bring a variety of interests and expertise to the Organization and to reflect the community served. No vacancy in the number of Directors shall render any Board action void or voidable.

4.4 Term of Office and Election. The Directors shall be elected at the annual meeting of the Directors. Each elected Director of the Organization shall serve until his or her successor has been elected or until his or her prior death, resignation, removal, or cessation of representative qualifications.

4.5 Appointment of Successor Directors. Vacancies on the Board of Directors caused by the expiration of a term of office shall be filled at the next annual meeting of the Directors.

4.6 Vacancy. Vacancies on the Board of Directors of elected Directors, other than those caused by the expiration of term of office, shall be filled by the appointment of a Director by the remaining Directors of the Organization. A Director elected to fill a vacancy shall hold office for the remainder of the unexpired term of his or her predecessor and until his or her successor shall be elected and qualified.

4.7 Removal of Directors. Any Director may be removed, at any time, with or without cause, upon the affirmative vote of a majority of all Directors then in office, excluding the Director proposed for removal.

4.8 Resignation. Any Director may resign at any time by giving written notice of such resignation to the Secretary of the Organization. Such resignation shall be effective upon delivery, unless a later date is specified in the notice.

4.9 Compensation. Directors shall not receive compensation for acting as such, but Directors shall be entitled to reasonable compensation for services rendered in furthering the

purposes of the Organization as set forth in the Articles. The Organization shall be entitled to purchase officers' and Directors' liability insurance without obtaining reimbursement of all or any part of the premium without violating these Bylaws.

ARTICLE V MEETINGS OF THE BOARD OF DIRECTORS

5.1 Annual Meeting. The annual meeting of the Board of Directors held for the purpose of transacting such business as may properly come before the meeting shall be held at the time and place designated from time to time by the Board of Directors.

5.2 Other Regular Meetings. Other regular meetings of the Board of Directors may be established by the Board of Directors. So long as the schedule of such regular meetings is provided to all directors, such meetings may be held, without notice of the particular meeting, at the registered office of the Organization or at such other place or places as the Board of Directors may from time to time designate.

5.3 Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or one (1) or more members of the Board of Directors. Anyone entitled to call a special meeting of the Board of Directors may make a written request to the Secretary to call the meeting, and the Secretary shall give notice of the meeting, setting forth the time, place and purpose thereof, to be held between five (5) and thirty (30) days after receiving the request. If the Secretary fails to give notice of the meeting within three (3) days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place of the meeting and give notice in the manner hereinafter provided.

5.4 Notice of Meetings.

5.4.1 Annual Meeting Notice. The Secretary of the Organization shall provide all Directors with no less than ten (10) days advance written notice of the annual meeting of the Board of Directors, excluding the day of the meeting. Said notice shall include proposed agenda items, but the failure to include an agenda item in the notice shall not prevent action from being taken with respect to such item, except that notice of a meeting at which an amendment to the Articles will be proposed must contain the substance of the proposed amendment.

5.4.2 Regular Meeting Notice. The Secretary of the Organization shall provide all Directors with no less than seven (7) days advance written notice of a regular meeting of the Board of Directors, excluding the day of the meeting.

5.4.3 Special Meeting Notice. The Secretary of the Organization shall provide all Directors with no less than three (3) days advance written notice of a special meeting of the Board of Directors, excluding the day of the meeting.

5.4.4 Notice of Meeting by Remote Communication. If the notice of a meeting provides that such meeting is to be held solely by means of remote

communication, then such notice shall include a statement identifying the means by which the Directors may participate in such meeting.

5.4.5 Delivery of Notice. Notice shall be delivered personally, sent by facsimile communication, sent by electronic mail, posted on an electronic network together with a separate notice to the Director of the specific posting, mailed, first class, postage prepaid, or by such other means as the Secretary deems fair and reasonable under the circumstances. Whenever written notice to Directors provides less than five (5) days advance written notice of the meeting, excluding the date of the meeting, reasonable effort shall be made to notify Directors by telephone of the meeting at the time of giving written notice, but the failure to contact any Director(s) by telephone shall not affect the validity of the meeting or any action taken at such meeting.

5.5 Waiver of Notice. Any Director may waive notice of any meeting of the Board of Directors in writing before, at, or after a meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, unless he or she 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 in the meeting, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and does not participate in the consideration of that item at the meeting. The waiver shall be filed with the person who has been designated to act as secretary of the meeting, who shall enter the waiver upon the records of the meeting.

5.6 Quorum. The presence of at least one-half (1/2) of the Directors of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but the Directors present at any meeting, although less than a quorum, may adjourn the meeting from time to time. 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 Directors originally present leaves less than the proportion or number otherwise required for a quorum.

5.7 Voting. At any meeting of the Board of Directors, each Director present at the meeting shall be entitled to cast one (1) vote on any question coming before the meeting. Non-Directors shall not be entitled to vote on any question coming before the meeting. Except as otherwise provided in these Bylaws, a majority vote of the Directors present at any meeting shall be sufficient to transact any business brought before the Board.

5.8 Rules of Procedure. The Board of Directors may adopt or establish rules of procedure for conducting meetings provided such rules are not inconsistent with the Organization's Articles, these Bylaws, or Minnesota law. In the absence of Board action, the Chairman of the Board shall establish rules of procedure for conducting meetings provided such rules are not inconsistent with the Organization's Articles, these Bylaws, or Minnesota law.

5.9 Action without Meeting. An action required or permitted to be taken at a Board Meeting may be taken by written action signed by all Directors. If any written action is taken by less than all of the Directors entitled to vote, then all Directors entitled to vote shall be notified immediately of its text and effective date. The failure to provide such notice, however, shall not

invalidate such written action. A Director who has not signed or consented to the written action has no liability for the action or actions taken thereby. A written action is effective when it is signed by all of the Directors required to take the action unless a different effective time is provided in the written action. For purposes of this Section 3.9, an electronic signature satisfies the requirement of a signature so long as the electronic communication containing the electronic signature sets forth sufficient information from which the Organization can reasonably conclude that the communication was actually sent by the purported sender.

5.10 Meeting Solely by Means of Remote Communication. Any meeting among Directors may be conducted solely by one (1) or more means of remote communication, including electronic communication, conference telephone, video conference, the Internet, or such other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis, through which all of the Directors may participate in the meeting, if the same notice is given of the meeting as would be required for a meeting, and if the number of Directors participating in the meeting is sufficient to constitute a quorum at a meeting. Participation in a meeting in this manner constitutes presence at a meeting.

5.11 Individual Participation in Meetings by Means of Remote Communication. A Director may participate in a meeting of the Board of Directors by means of conference telephone, or if authorized by the Board of Directors, by such other means of remote communication including electronic communication, conference telephone, video conference, the Internet, or such other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis, through which that Director and other Directors so participating and all Directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting in this manner constitutes presence at the meeting.

5.12 Conflict of Interest. The Board shall conduct all of its meetings and business in accordance with the provisions of Section 317A.255 of the Minnesota Nonprofit Corporation Act, and as may be amended from time to time (the “Act”).

ARTICLE VI OFFICERS

6.1 Number. The Organization shall have a President, Secretary, Treasurer, and such other officers or agents as it deems necessary. All officers must be natural persons, and any of the offices, or functions of those offices, may be held by the same person. Subject to these Bylaws, the Board of Directors may also elect or appoint one (1) or more additional officers or assistant officers as it may deem convenient or necessary. Except as provided in these Bylaws, the Board of Directors shall fix the powers and duties of all officers.

6.2 Election, Term, and Removal. 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; provided, however, that any officer may be removed

with or without cause by the affirmative vote of a majority of the Directors present at any duly held meeting of the Board (without prejudice, however, to any contract rights of such officer).

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

6.4 Vacancies. If a vacancy in any office of the Organization 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.

6.5 President. Unless provided otherwise by a resolution adopted by the Board of Directors, the President shall: (i) have general active management of the business of the Organization; (ii) when present and in the absence of the Chairman of the Board, preside at all meetings of the Board of Directors; (iii) see that all orders and resolutions of the Board are carried into effect; (iv) sign and deliver in the name of the Organization any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Organization, 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 Organization; (v) maintain records of and certify proceedings of the Board; and (vi) perform such other duties as may from time to time be assigned to the President by the Board. If the office of Chairman of the Board is not filled, the President shall also perform the duties set forth in Section 6.10, below.

6.6 Treasurer. Unless provided otherwise by a resolution adopted by the Board, the Treasurer shall: (i) keep accurate financial records for the Organization; (ii) deposit all monies, drafts, and checks in the name of and to the credit of the Organization in such banks and depositories as the Board of Directors shall designate from time to time; (iii) endorse for deposit all notes, checks, and drafts received by the Organization as ordered by the Board, making proper vouchers therefor; (iv) disburse corporate funds and issue checks and drafts in the name of the Organization, as ordered by the Board; (v) render to the President and the Board of Directors, whenever requested, an account of all transactions undertaken as the Treasurer and of the financial condition of the Organization; and (vi) perform such other duties as may be prescribed by the Board of Directors or the President from time to time.

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

6.8 Chief Executive Officer. Unless otherwise determined by the Board, the President shall be the Chief Executive Officer. If an officer other than the President is designated Chief Executive Officer, the Chief Executive Officer shall perform such duties as may from time to time be assigned to the Chief Executive Officer by the Board.

6.9 Vice President. Each Vice President shall have such powers and shall perform such duties as may be specified in these Bylaws or prescribed by the Board. In the event of absence or disability of the President and the President, the Board of Directors may designate a Vice President or Vice Presidents to succeed to the power and duties of the President and the President.

6.10 Chairman of the Board. The Chairman of the Board shall preside at all meetings of the Board of Directors and shall exercise general supervision and direction over the more significant matters of policy affecting the affairs of the Organization, including particularly its financial and fiscal affairs.

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

6.12 Delegation. Unless prohibited by a resolution by the Board, 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 VII COMMITTEES

7.1 Executive Committee. The Board of Directors may, by action of a majority of the Directors, designate two (2) or more of its members as an Executive Committee, which, to the extent determined by the resolution of the Directors, shall have and exercise the authority of the Board in the management of the business of the Organization. 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.

7.2 Advisory Committee. The Board of Directors may, by action of the entire Directors, designate certain persons to serve as an Advisory Committee to the Board. The Board may designate one (1) or more persons, including, without limitation, current Board members and persons who have served as Board members, to serve on the Advisory Committee. The Advisory Committee shall have such powers as the Board may grant such Advisory Committee, including but not limited to providing advice to the Board relating to general management, and policy and administration of the Organization, including the investments of corporate funds and charitable distributions from the Organization. The Advisory Committee shall, at all times, be subject to the control and direction of the Board, and the Board shall have the sole authority and discretion to decide whether the Board will act on any Advisory Committee advice to the Board.

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

ARTICLE VIII FISCAL MATTERS

8.1 Fiscal Year. The fiscal year of the Organization shall be established by the Board of Directors.

8.2 Contracts. The Board of Directors may authorize such 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 Organization, and such authority may be either general or confined to specific instances. Contracts and other instruments entered into in the ordinary course of business may be executed by the President or, in the absence of or pursuant to a delegation by the President, by such officer designated to act in the place of or in the absence of the President, without specific Board of Directors authorization.

8.3 Loans. No loans shall be contracted on behalf of the Organization, and no evidence of indebtedness other than checks, drafts or other orders for payment of money issued in the ordinary course of business shall be issued in its name unless authorized by the Board of Directors of the Organization. Such authorization and approval may be general or confined to specific instances.

8.4 Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money issued in the name of the Organization shall be signed by such officer or officers, agent or agents, of the Organization and in such manner as shall be determined by resolution of the Board of Directors or by the President or Treasurer upon delegation by the Board of Directors.

8.5 Deposits. All funds of the Organization not otherwise employed shall be deposited from time to time to the credit of the Organization in such banks, trust companies or other depositories as the Board of Directors or the President or Treasurer upon delegation by the Board of Directors may select.

8.6 Maintenance of Records; Audit. The Organization shall keep at its registered office (i) correct and complete copies of its Articles and Bylaws, (ii) accounting records, (iii) voting agreements, and (iv) minutes of meetings of the Board of Directors and any committees having any of the authority of the Board of Directors for the last six (6) years. All such other records shall be open to inspection upon the demand of any member of the Board of Directors of the Organization. The Board of Directors shall have the discretion to have the books and records of account of the Organization to be audited by certified public accountants, to be selected by the Board of Directors, at least once in each fiscal year and at such other times as it may deem necessary or appropriate.

8.7 Corporate Seal. The Organization shall have no corporate seal.

**ARTICLE IX
INDEMNIFICATION**

The Organization shall indemnify such persons acting in an official capacity for the Organization, for such expenses and liabilities, in such manner, under such circumstances, and to such extent, as permitted by Section 317A.521 of the Act, as now enacted or hereafter amended.

**ARTICLE X
CONFLICT OF INTEREST POLICY**

The President shall develop, for Board of Directors' approval, a conflict of interest policy (the "Policy") that shall apply to all Directors, officers, committee members, and key employees of the Organization. The Policy shall require Directors, officers, committee members, and key employees of the Organization to acknowledge, on an annual basis, the reviewing of the Policy.

**ARTICLE XI
AMENDMENTS**

11.1 Amendment to Articles of Incorporation. The Articles may be altered, amended, or restated by the Board to omit or include any provision which could be lawfully omitted or included at the time of such amendment; provided, however, that the Members of the Organization shall approve all such amendment(s) before the same shall become effective. Any number of amendments, or an entire revision or restatement of the Articles, may be voted upon at a meeting of the Board, or approved by action in writing, where due notice of the proposed amendment has been given, and shall be adopted upon (i) the affirmative vote of at least two-thirds (2/3) of all Directors entitled to vote on the proposed amendment or revision, and (ii) the approval of a majority of the Members of the Organization.

11.2 Amendment to Bylaws. The Organization's Bylaws may be altered, amended, or restated by the Board to omit or include any provision that could be lawfully omitted or included at the time of such amendment. Any number of amendments, or an entire revision or restatement of the Bylaws, may be voted upon at a meeting of the Board, or approved by action in writing, where due notice of the proposed amendment has been given, and shall be adopted upon (i) the affirmative vote of two-thirds (2/3) of all Directors entitled to vote on the proposed amendment or revision, and (ii) the approval of a majority of the Members.

****Certification of the Bylaws follows****

CERTIFICATION

The undersigned, as Secretary of Soo Line Community Garden, a Minnesota nonprofit corporation, hereby certifies that the foregoing Bylaws of the Organization were adopted by the Board of Directors by unanimous written consent on February 8, 2011.

Deborah Kermeen, Secretary

(No Corporate Seal)

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