

**BYLAWS
OF
MINNESOTA TRES DIAS**

**ARTICLE I.
NAME, PURPOSES, POWERS, AND OFFICES**

Section 1.1. Name and Affiliation. The name of this corporation is Minnesota Tres Dias (the “Community”). The Community is a chartered member of the International Secretariat of Tres Dias (the “International Secretariat” or “International”), and as such is governed by the Constitution and Bylaws of the International Secretariat.

Section 1.2. Tres Dias Statement of Belief.

We believe and profess our faith in one Triune God – The Father, The Son and The Holy Spirit (Matt. 28:19).

We believe and profess that Jesus Christ is the only Savior and is God in the flesh (John 1:1, 1:14, 3:36, 14: & Heb. 2:17).

We believe and profess that The Holy Spirit is God and is The Lord and Giver of life, who continues to work in believers today to sanctify, edify and empower the whole Christian church on earth – – – for His purpose (Job 33:4, Acts 1:8, John 14:26 & Rom. 8:11).

We believe and profess that the Holy Scriptures are the inspired and completely true Word of God (II Tim. 3:16-17).

We believe and profess that all have sinned and fallen short of the glory of God; that forgiveness of sins is received through confession and repentance – – and that our sins are washed away through the blood of Jesus Christ (Acts 2:38, I John 1:9 & Rom. 3:23).

We believe and profess that salvation is a gift of God’s grace received through personal faith in Jesus Christ (Eph. 2:8).

We believe and profess that the Body of Christ is to make every effort to keep the unity of the Spirit through the bond of peace until we all reach unity in the faith and in the knowledge of The Son of God (Eph. 4:3, 13).

We believe and profess that God’s unconditional love, as made manifest to us through Jesus Christ, is the primary witness by which people are renewed, edified and changed (I Cor. 13:8).

We believe and profess that God has called us to live holy lives that will bring glory to His name (Col. 3:1-25).

Note: For purposes of standards and principles, Tres Dias ascribes to those stated in the “Authorized King James Version” of the Bible of 1611 (KJV).

Section 1.3. Purposes. The Community is organized and will be operated exclusively for charitable, religious or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 2003 or the corresponding provision or provisions of any subsequent United States revenue law (the “Code”). Within the scope of the foregoing, and not by way of limitation, the Community shall develop Christian leaders to help sustain their commitment to Jesus Christ as they pursue Christian Action in their environments. To that end, the Community shall operate in three sequential phases, namely: (i) the Pre-Weekend Phase (the preparation period immediately preceding the Tres Dias Weekend), (ii) the Weekend Phase (the three-day Tres Dias weekend experience), and (iii) the Fourth Day Phase (the ongoing Group Reunions, Secuelas, and other regular Fourth Day activities).

Section 1.4. Significant Policies and Procedures. The Community shall be governed by a Board of Directors (“the Board”). The Board shall consist of lay persons who are members of the Minnesota Tres Dias Community.

- a. Minnesota Tres Dias is to be neither competitive with nor a substitute for the member’s own local church.
- b. Each and every governing body of Minnesota Tres Dias including the Nominating Committee, the Rector Selection Committee, Weekend Teams, Weekend Spiritual Directors and the Board of Directors shall be composed of members of the Minnesota Tres Dias Community drawn from a minimum of three different church congregations where possible.
- c. The Board shall adhere to the “Essentials of Tres Dias,” as published by the national Tres Dias organization. The Board shall retain a copy of the most recent version of the Essentials of Tres Dias at all times in its files. Each and every member of the Board shall have a copy of and familiarize themselves with the “Essentials of Tres Dias”. The Recording Secretary shall insure that a copy of the Essentials of Tres Dias is at each meeting of the Board.
- d. Whenever notification of the membership of the Community is required in any section of these Bylaws, such notification shall be deemed to have been given when notice is published, within the time required, either on the Community website or in the Community newsletter. For purposes of notification by newsletter, the Board shall mail to the address on file with the Corresponding Secretary as of the date of mailing.

Section 1.5. Powers. The Board is a nonprofit corporation and shall have all of the powers, duties, authorizations, and responsibilities as provided in the Minnesota Nonprofit Corporation Act; provided, however, the Board shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income tax as an organization described in Section 501(c)(3) of the code.

ARTICLE II.
MEMBERS AND MEETINGS

Section 2.1. Qualification. The membership (hereafter “the Community”) shall consist of any person who has (i) completed a Tres Dias Weekend sponsored by the Board or (ii) completed a Tres Dias Weekend or equivalent of this type of weekend sponsored by another organization, and who supports the Community by working weekends, attending secuelas and sponsoring candidates for the weekends.

a. Any person serving in a Community Leadership position must be living a life that is not in a state of rebellion against God. A state of rebellion against God can best be described as an unrepentant, open and active participation in or advocacy of activities contrary to the commands (for example, “The TEN COMMANDMENTS”) and guidelines in *Scripture for holy living and Christian leadership. Some examples (although not limited to these areas) are:

1. dependence upon alcohol or illegal drugs;
2. involvement in illegal activities whereby such involvement knowingly violates federal, state or local laws, statutes or ordinances;
3. involvement in lustful, immoral or perverted activities such as, but not limited to, pornography and/or any sexual relationship outside of a lawful marriage between a man and a woman;
4. involvement in the occult or Satanic worship;
5. openly professed allegiance to any non-Christian religion or organization which denies the deity of Jesus Christ.

Section 2.2. Annual Meeting of the Members.

- a. Commencing in 2009, an Annual Meeting of Members shall be held in the month following the Spring Minnesota Tres Dias weekends at such time and place as shall be determined by the Board of Directors of the Community and communicated to the membership. At such annual meeting, the members shall elect Directors and Officers to replace those Directors and Officers whose terms are expiring and transact such other business as shall be included in the notice given for the meeting. Notice of the place, date and time of each Annual Meeting of Members shall be delivered not less than 30 not more than 50 days before the date of such meeting, according to the conditions set forth in these Bylaws.

- b. The presence in person of 21 members at an Annual Meeting of Members held in accordance with these Bylaws shall be necessary and sufficient to constitute a quorum, for the transaction of business at such meeting.
- c. If a quorum is not present at any Annual Meeting of the Members, the members present and entitled to vote at such meeting shall adjourn the meeting. Before adjournment the members entitled to vote shall schedule another meeting at the earliest possible date, not less than 7 days from the current date, and shall work to insure that a quorum is present at that rescheduled meeting. The Board shall conduct no further business until after the rescheduled meeting and the required elections are held. Notice of a rescheduled Annual Meeting of the Members shall be given not less than 5 days prior to such meeting.

Section 2.3. Regular Meetings of the Board.

- a. Regular meetings of the Board shall be normally held on a monthly basis at a time and place deemed to be convenient for the attendance of the Board and a majority of the members of the Community. Notice of the place, date, and time of each regular meeting along with the agenda for that meeting of the Board shall be given not less than 15 nor more than 31 days prior to the date thereof. The presence in person of at least ½ of the then-serving Directors of the Board plus one additional member at a regular or special meeting of members held in accordance with these Bylaws shall be necessary and sufficient to constitute a quorum for the transaction of business at such meeting.
- b. The agenda for the Regular meetings of the Board shall be fixed by the President, or in his absence by the Vice President. Any member entitled to vote at a meeting along with the Community Spiritual Director of the Board shall have the right to put an item on the agenda.
- c. Only those items included on the agenda may be voted on at a regular meeting of the Board.
- d. If a quorum is not present at any regularly scheduled meeting of the Board, then no official action may be taken by the Board. The meeting will be rescheduled only if the President or a majority of the Board deems it necessary. If such a meeting is called then at least 5 days notice shall be given to the Community.

Section 2.4. Special Meetings.

- a. Special meetings of the members may be called by the President, the Board or by petition signed by at least 21 members. Notice of the place, date, time and purpose of each special meeting of members shall be given not less than 20 nor more than 50 days prior to the date thereof.
- b. No official business of the Board may be conducted at a special meeting – such meetings shall be for informational purposes only.

Section 2.5. Record Date. Only those persons who are members of the Community at least ten (10) days immediately prior to the date upon which notice is given of any meeting shall be entitled to receive notice of such meeting.

Section 2.6. Quorum and Manner of Acting. Except as otherwise provided by any statute, the Articles of Incorporation or these Bylaws, the act of a majority of the members voting at any meeting of members at which a quorum is present shall constitute the act of the members.

Section 2.7. Voting. Each person entitled to vote at any meeting of the Community shall be entitled to one (1) vote on each matter submitted to a vote, except as otherwise provided by statute, the Articles of Incorporation or these Bylaws. A member must vote in person.

ARTICLE III. BOARD OF DIRECTORS

Section 3.1. General Powers: Delegation. The activities, property and affairs of the Community shall be managed by the Board of Directors, who may exercise all such powers of the Community and do all such lawful acts and things as are permitted by statute, by the Articles of Incorporation or by these Bylaws.

Section 3.2. Number and Qualifications. The Board of Directors shall consist of the Officers of the Board, the Chairperson(s) of each Standing Committee, and the At-Large Members, as more fully defined herein. To be qualified to serve on the Board of Directors, a person should:

- a. have a lifestyle commensurate with Christian principles, and
- b. have a track record of support of the Tres Dias movement, and
- c. be active in their local church, and
- d. have worked on at least three (3) Tres Dias Weekend teams; provided that the Board of Directors may make such exception to this requirement as it deems appropriate.

Section 3.3. Term of Office. Each Director shall hold office for a term as specified in these Bylaws or, if no successor has been chosen, until such time as that Director's successor is chosen and qualified, or until such Director's earlier death, resignation, retirement, disqualification or removal from office.

Section 3.4. Removal.

- a. Any Director may be removed for cause, by the affirmative vote of a majority of the voting members present at any regular meeting of the Board at which a quorum is present, if notice of the intention to act upon such matter shall have been given in the notice of such meeting and if such notice is provided to the Director proposed to be removed. Removal for cause may be done only after demonstration of such cause is shown to the entire Board and after an opportunity for the Director to respond.

- b. Any Director may be removed without cause, by the affirmative vote of two thirds of the voting members present at any regular meeting of the Board at which a quorum is present, if notice of the intention to act upon such matter shall have been given in the notice of such meeting and if such notice is provided to the Director proposed to be removed.

Section 3.5. Directors' Compensation and Reimbursement of Expenses. Directors may not receive compensation for their services as Directors or as members of a Standing or Special committee of the Board, but may receive reimbursement for expenses incurred on behalf of the Board.

Section 3.6. Open Meetings. Any and all meetings of the Board shall be conducted in an open and public place and be open to any and all members of the Community who wish to attend.

Section 3.7. Community Involvement.

- a. At any meeting of the Board time shall be given for discussion and comment by any members of the Community who attend any such meetings.
- b. Any Community member who has worked at least 1 weekend and who has attended at least two consecutive previous Board meetings, and who so desires, may be accorded the status of Voting Member and may discuss and vote on any matter being considered by the Board.
- c. Any Voting Member shall be subject to the same rules for removal as apply to any member of the Board of Directors. In addition, any voting member shall forfeit their right to vote if they fail to attend three consecutive regular meetings of the Board.

Section 3.8. Manner of Action. At any and all meetings of the Board of Directors all members shall seek to conduct themselves with kindness, respect for the other members, and without party spirit. All members shall work to be inclusive and shall value all the other members. If any opposition is expressed by any member of the Board to any action proposed to be taken by the Board or by a significant number of the members present at any meeting of the Board, then such action shall be tabled and held over until the next Board meeting when a quorum is present. During the intervening time each member entitled to vote shall prayerfully consider the action to be taken. While each member is required to vote according to their conscience, all members shall work for consensus on any action to be taken by the Board or the Community.

ARTICLE IV.
COMMITTEES

Section 4.1. Special Committees of Directors.

- a. The Board of Directors by resolution adopted by a majority of the Directors in office may designate one or more special committees which to the extent

provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Community. Each such committee shall consist of 3 or more persons, a majority of whom are Directors. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on the Board or such Director by law. Special Committees shall be of only such duration as provided in the resolution creating such committee or as shall be determined from time to time by the Board of Directors. Special Committees shall not constitute Standing Committees.

- b. Each member of a Special Committee shall continue as such until the next Annual Meeting of the Members of the Directors of the Community unless the Board or committee is sooner terminated, or unless such member is removed from such Board or committee or shall cease to be qualified as a member thereof.
- c. Unless otherwise designated by these Bylaws, one or more members of each Directors' Special Committee shall be appointed chairman, or co-chairman, by the person or persons authorized to appoint the members thereof.

Section 4.2. Standing Committees and Appointed Members of the Board.

- a. Leaders Committee – The Leaders shall review prospective Weekend team members with the Rector and shall perform such other duties as may from time to time be assigned by the President or the Board of Directors. If possible, this committee should be chaired by two persons, one man and one woman, preferably a married couple, both of whom have served as a weekend Rector; provided, however, that if, and only if, the Board does not have a sufficient number of Rectors or former Rectors to meet the foregoing conditions, the chairpersons shall be appointed by the President, subject to approval of the Board of Directors, without regard to the foregoing conditions.
- b. Pre-Weekend Committee – The Pre-Weekend Committee shall review applications of Weekend candidates, including the issuing of invitations on behalf of the Board to attend a specific Tres Dias Weekend; shall prepare and distribute the team and candidate Weekend list; shall preside as Master of Ceremonies for the Send-Off Celebration; and shall perform such duties as may from time to time be assigned by the President or the Board of Directors. If possible, this committee should be chaired by a married couple.
- c. Weekend Committee – The Weekend Committee shall purchase and maintain an inventory of supplies; shall work with the Treasurer to prepare a report showing the revenues and costs of each Weekend; and shall perform such duties as may from time to time be assigned by the President or by the Board of Directors. If possible, this committee shall be chaired by a married couple.

- d. Fourth Day Committee – The Fourth Day Committee shall consist of one chair to coordinate the preparation of the Candidate Packet to be distributed at each weekend closing; shall schedule Secuelas and select the Fourth Day host couple; shall handle arrangements with other Cursillo-type movements for Secuelas and other similar gatherings; shall prepare article(s) for the newsletter specifying details of upcoming Secuelas. A second chair shall assist members in establishing or locating Reunion Groups. Both chairs shall perform such duties as may from time to time be assigned by the President or by the Board of Directors.
- e. Palanca Committee – The Palanca Committee shall send general Palanca letters to the Weekends of other Tres Dias and Cursillo oriented movements; shall request and receive general Palanca letters from other Tres Dias and Cursillo-oriented movements; shall prepare article(s) for the newsletter specifying upcoming weekends or other Cursillo type movements and shall perform such duties as may from time to time be assigned by the President or by the Board of Directors. If possible, this committee shall be chaired by a married couple.
- f. Newsletter Editor – The Newsletter Editor shall coordinate a regularly scheduled newsletter containing information regarding the Minnesota Tres Dias Movement; shall coordinate the distribution of the newsletter to the list of active Pescador names as maintained in the Community database and shall perform such duties as may from time to time be assigned by the President or by the Board of Directors. This committee should be chaired by one person, either single or married.
- g. Webmaster – The webmaster shall design and maintain the official Minnesota Community website. He shall insure that the name registration for the site is kept current and in the Community’s control and that hosting is done as inexpensively as possible by a reliable hosting company. He shall also insure that all of the information on the site is kept up to date and that information which may be requested by the Board or which is required in these Bylaws is posted on the site in a timely fashion.
- h. Rector Selection Committee – The President, subject to the approval of the Board of Directors, shall appoint two (2) past Rectors (one man and one woman) to act as chairpersons of the Rector Selection Committee. The chairperson shall select four (4) additional past Rectors (two (2) men and two (2) women) to serve with them on the Rector Selection Committee. The Rector Selection Committee shall select Rectors with the approval of the Board of Directors to serve as such on the men’s and women’s Tres Dias Weekends that are scheduled during the term of the particular Rector Selection Committee and during the four (4) months following the end of such term. Until such time as the membership of the Community includes six (6) persons who have served

as Rectors on Tres Dias Weekends, the Board of Directors shall act as the Rector Selection Committee.

i. Community Spiritual Director –

1. The Community Spiritual Director shall be the primary liaison with the other clergy regarding matters related to the Weekend and Fourth Day activities; shall work with the Leaders and the Weekend Rectors to select Spiritual Directors for each up coming Weekend; shall advise his successor in connection with the next scheduled set of Weekends; shall be the primary adviser and course of counsel and inspiration for the Community regarding spiritual direction. The Community Spiritual Director shall serve as a non-voting member of the Board of Directors in an advisory capacity only.

2. The Community Spiritual Director shall be appointed by the President of the Board, subject to the approval of the Board, to serve for a term coincident with the President who appointed him or until his Successor is appointed. He shall have worked at least one Men's and one Women's weekend, been a Head Spiritual Director, showed a commitment to the Tres Dias movement and to the Minnesota Tres Dias Community, have a history as a Christian Minister, be active in ministry in his local church and be recognized by his denomination or church to celebrate Communion. If possible, the Community Spiritual Director shall have worked at least 3 weekends.

Section 4.3. Appointment of Standing Committee Chairperson and Term of Office.

- a. The President shall appoint all chairpersons of the Standing Committees subject to approval by the Board of Directors.
- b. The President shall make every effort to present a slate of appointments to the Board of Directors at the first meeting of the Board of Directors after the commencement of the President's term of office. Chairpersons of Standing Committees shall serve for a term coincident with the term of the President who appoints such chairpersons, or until their Successors have been appointed.
- c. It is anticipated that the newly appointed Chairperson(s) of any Standing Committee shall seek the advice of the past Chairperson(s) and that all materials used by the previous Committee shall be made available to the new Committee.

Section 4.4. Additional Members of Standing Committees. Chairpersons of a Standing Committee may select as many members of the Community to serve on their particular committee as are needed to perform the duties of the committee.

Section 4.5. Campground Liaison.

- a. The President, or person appointed by the president, shall act as the sole point of contact between the Board and any management of any Camp being used

by the Community for Weekends, and shall be responsible for day to day contact with the Camp and for insuring that all arrangements are made with the management to hold the Weekends.

- b. In the event it becomes necessary or desirable to secure the use of a different camp to hold Weekends, the President shall appoint a committee to investigate and report back to the Board on their findings and recommendations. The decision to use a different camp shall be made by the Board and the Voting Members at a regularly scheduled Board meeting and communicated to the Community as soon as appropriate.
- c. If it becomes necessary or desirable to renegotiate any agreements between the Board and the management of the camp being used for Weekends, such renegotiation shall be authorized by the Board and shall be conducted by the President, unless a majority of the Board feels that a special person or group of people need to be appointed to conduct such negotiations. Such a person or group of people shall be appointed by the President.

Section 4.6. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 4.7. Quorum: Manner of Action. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum, and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 4.8. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Section 4.9. Voting. Each Chairperson or Co-Chairperson of a standing committee shall have 1 vote on the Board.

ARTICLE V. NOTICES

Section 5.1. Manner of Giving Notice. Whenever, under the provisions of any statute, the Articles of Incorporation of these Bylaws, notice is required to be given to any member, Director or committee member of the Board, and no provision is made as to how such notice shall be given, it shall not be construed to require personal notice, but any such notice may be given in writing by hand delivery, by facsimile transmittal or by mail, postage prepaid, addressed to such member, Director or committee member at such person's address as it appears on the records of the Board. Inclusion of such notice in the Community newsletter or on the Community website shall also be considered to have been delivered provided that such notice was published within the time frame required.

Section 5.2. Waiver of Notice. Whenever any notice is required to be given to any member, Director or committee member of the Board under the provisions of any statute, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or

persons entitled to such notice, whether signed before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE VI.
OFFICERS, EMPLOYEES AND AGENTS: POWERS AND DUTIES

Section 6.1. Elected Office. The elected Officers of the Board shall be a President, a Vice President, a Recording Secretary, a Treasurer and Members-At-Large. Each elected Officer is encouraged to serve and lead in a local congregation.

Section 6.2. Appointive Officer. The Board of Directors may also appoint one or more Assistant Secretaries and Assistant Treasurers and such other Officers and assistant Officers and agents as it shall from time to time deem necessary, who shall exercise such powers and perform such duties as shall be set forth in these Bylaws or determined from time to time by the Board. Such appointed Officers shall not be considered members of the Board of Directors by virtue of their appointment to such office.

Section 6.3. Two or More Offices.

- a. No member of the Community shall hold more than one elected office at any one time.
- b. No member of the Community who is an elected Officer of the Board of Directors may be appointed as a chairman or co-chairman of any standing committee. Unless so appointed by the President and approved by the Board of Directors.

Section 6.4. Compensation. Officers of the Board shall receive no compensation for their services in such capacity, but may receive reimbursement for expenses incurred on behalf of the Community and may receive compensation for serving the Community in any other capacity.

Section 6.5. Term of Office. Each elected Officer shall hold office for a term of two (2) years or until such Officer's successor is chosen and qualified or until such Officer's earlier death, resignation, retirement, disqualification or removal from office. Officers or Standing Committee Chairpersons may serve two consecutive terms in the same office. Any person who is elected or appointed to a different office immediately after having served a full term in another office shall, at the completion of that second term, not serve on the Board for a period of one year.

Section 6.6. Filling of Vacancies.

- a. Any vacancy occurring in the office of President resulting from the death, resignation, retirement, disqualification or removal from office of the President shall be filled by the Vice President. The Vice President shall serve out the remaining term of the President. Any Vice President who has served out the remaining term of a President shall still be eligible to run for the office of President at the expiration of the term which he is serving.

- b. Any other vacancy occurring in any Officer position resulting from the death, resignation, retirement, disqualification or removal from office of any Officer, the vacancy may be filled by the affirmative vote of a majority of the remaining Directors at any meeting thereof. Any Officer elected or appointed to fill a vacancy shall hold office until the expiration of the original term of the Officer who ceased serving and until such Officer's successor is chose and qualified, or until such Officer's death, resignation, retirement, disqualification or removal from office.
- c. Any person who is elected to serve out the unserved portion of another person's term of office shall still be eligible to run for that office at the next election of Officers.

Section 6.7. President.

- a. Qualifications. The President shall be an active member in good standing of the Minnesota Tres Dias Community, shall have previously served on the Board of Directors in some capacity, shall have been a Rector, shall be active in Christian fellowship and shall have the recommendation of his pastor.
- b. Duties. The President shall be the Chief Executive Officer of the Board and, subject to the provisions of these Bylaws, shall have general supervision of the activities and affairs of the Community and shall have general and active control thereof. The President shall preside when present at meetings of the Board of Directors. The President shall have general authority, with the approval of the Board of Directors, to execute bonds, deeds and contracts in the name of the Community and to affix the corporate seal thereto; to cause the employment or appointment of such employees and agents of the Community as the proper conduct of operations may require and to fix their compensation; to remove or suspend any employee or agent; and in general to exercise all the powers usually appertaining to the office of president of a corporation, except as otherwise provided by statute, the Articles of Incorporation or these Bylaws. The President shall chair the delegation to the National Assembly. In the absence or disability of the President, the duties of such office shall be performed and the powers may be exercised by the Vice President, unless otherwise determined by the President or the Board of Directors.
- c. Limitations. The President may not appoint his spouse or any member of his immediate family to any office or committee of the Community. The President shall not, without the unanimous consent of the Board of Directors, hire any member of his family for any position paid for by the Community.
- d. Attitude. The President shall remember at all times that he is to act towards the entire Community in a Christian manner and to operate in as inclusive a way as possible and not from any party spirit or family allegiances.

Section 6.8. Vice President.

- a. Qualifications. The office of Vice President shall require the same qualifications as the office of President.
- b. Duties. The Vice President shall generally assist the President and shall have such powers and perform such duties and services as shall from time to time be prescribed delegated to such office by the President or the Board of Directors. The Vice President shall coordinate the delegation to the National Assembly.
- c. Limitations. When acting in the office of President or when presiding in his place, the Vice President shall be under the same limitations as the President.

Section 6.9. Recording Secretary.

- a. Qualifications. The Recording Secretary shall be an active member of the Tres Dias Community in good standing who shall be willing to commit himself to spend the time required to keep the records of the Community. He shall be active in Christian fellowship and shall have worked at least one Tres Dias Weekend.
- b. Duties. The Recording Secretary shall see that notice is given of all annual and special meetings of the Board of Directors and shall keep and attest true records of all proceedings at all meetings of the Board. The Recording Secretary shall have charge of the corporate seal and shall have authority to attest any and all instruments of writing to which the same may be affixed. The Recording Secretary shall keep and account for all books, documents, papers and records of the Community, except those for which some other Officer or agent is properly accountable. The Recording Secretary shall see that a copy of the Essentials of Tres Dias, a current copy of the Community Bylaws and copies of the approved minutes of the previous 12 Board meetings are at each meeting of the Board of Directors. The Recording Secretary shall generally perform all duties usually appertaining to the office of secretary of a corporation, except those specifically delegated to the Corresponding Secretary. In the absence or disability of the Recording Secretary, the duties of such office shall be performed and the powers may be exercised by the Assistant Secretaries in the order of their seniority, unless otherwise determined by the Recording Secretary, the President or the Board of Directors.

Section 6.10. Assistant Secretaries. Each Assistant Secretary shall generally assist the Secretary and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to such office by the Secretary, the President or the Board of Directors.

Section 6.11. Treasurer.

- a. Qualifications. The Treasurer shall be an active member of the Tres Dias Community in good standing who shall be willing to commit himself to spend

the time required to keep the records of the Community. He shall be active in Christian fellowship and shall have worked at least one Tres Dias weekend.

- b. The Treasurer shall be the Chief Accounting and Financial Officer of the Community and shall have active control of and shall be responsible for all matters pertaining to the accounts and finances of the Board and shall direct the manner of certifying the same; shall maintain control of all Board budgets as approved by the Board of Directors; shall make recommendations for budget changes to the Board of Directors; shall make financial analyses of overall costs and revenues to develop recommendations to the Board regarding future planning; shall supervise the manner of keeping all vouchers for payments by the Board and all other documents relating to such payments; shall receive, audit and consolidate all operating and financial statements of the Board and its various departments; shall have supervision of the books of accounts of the Board, their arrangements and classification; shall supervise the accounting and auditing practices of the Board and shall have charge of all matters relating to taxation. The Treasurer shall have the care and custody of all monies, funds and securities of the Board; shall deposit or cause to be deposited all such funds in and with such depositories as the Board of Directors shall from time to time direct or as shall be selected in accordance with procedures established by the Board; shall advise upon all terms of credit granted by the Board; shall be responsible for the collection of all its accounts and shall cause to be kept full and accurate accounts of all receipts, disbursements and contributions of the Board. The Treasurer shall have the power to endorse for deposit or collection or otherwise all checks, drafts, notes, bills of exchange or other commercial papers payable to the Board, and to give proper receipts or discharges for all payments to the Board. The Treasurer shall generally perform all duties usually appertaining to the office of treasurer of a corporation. In the absence or disability of the Treasurer, the duties of such office shall be performed and the powers may be exercised by the Assistant Treasurers in the order of their seniority, unless otherwise determined by the Treasurer, the President or the Board of Directors.

More specifically, the Treasurer shall make monthly reports to the Board of the financial income and expenses of the Community by providing a profit and loss statement for each different weekend held by the Community and a profit and loss statement for the Community made up of non-weekend related income and expenses. These reports shall be in detail and show both current period and year to date.

Section 6.12. Assistant Treasurers. Each Assistant Treasurer shall generally assist the Treasurer and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to such office by the Treasurer, the President, or the Board of Directors.

Section 6.13. At-Large Members. The At-Large Members' primary duty is to represent the Community at the International Tres Dias National Assembly. It is expected that each At-

Large Member will attend the meetings of the Board of Directors and will contribute to the general management of the Community and shall perform such duties as may from time to time be assigned by the President or by the Board of Directors. The At-Large Members shall be the current delegates to the International Tres Dias National Assembly. In addition to the At-Large Members elected by the Community, the past President of the Board shall serve for a term of two years as an At-Large Member, such term to begin as soon as his term of office as President of the Board ends.

Section 6.14. Manner of Acting. All Officers of the Minnesota Tres Dias Community shall maintain both in public and in private a lifestyle that would honor the Lord Jesus Christ and which will not bring reproach on His name or on the reputation of the Community. All Officers will conduct themselves in such a manner to be an example to the Community and to those outside the Community, of a person who is living a life in grace. Conduct shall include, but not be limited to, active participation in Christian fellowship, involvement in a reunion group, and participation in the weekends held by the Community.

ARTICLE VII. ELECTION OF OFFICERS AND AT-LARGE MEMBERS

Section 7.1. Nominating Committee.

- a. Qualifications. Members of the Nominating Committee shall meet the general qualifications required of any Officer of the Community. A majority of the Committee shall not be made up of members who are currently serving on the Board of Directors.
- b. Duties. At least 3 months prior to the Annual Meeting of the Members, the President shall appoint a Nominating Committee of five (5) members, representing at least three (3) church congregations, subject to approval by the Board of Directors. The Nominating Committee shall seek to identify those people in the Community who desire to serve on the Board of Directors by putting notice in the Community newsletter and on the website and by any other means available. Any person who makes known their desire to serve or who is recommended by another person to serve is to be considered by the committee. In addition the members of the committee may seek out any person or persons who they feel would make a good candidate for the Board. After consultation with the Community Spiritual Director and after careful and prayerful consideration of all possible nominees, the committee shall select at least one nominee for each position coming open on the Board of Directors and such nominees shall be announced to the Board and to the Community no less than 30 days prior to the Annual Meeting of the Members of the Community. The consent of each nominee must be obtained before his or her name may be presented at the Annual Meeting of the Members. The Nominating Committee's slate of nominees shall be presented at the Annual Meeting of the Members.

Section 7.2. Additional Nominations.

- a. In addition to the nominations made by the Nominating Committee, any member of the Community may nominate any other member except themselves for any office for which elections are being held at the next Annual Meeting of the Members. The member being nominated must meet all qualifications to hold the office and must consent to the nomination.
- b. Any nominations not made by the Nominating Committee must be presented to the Recording Secretary and published to the Community not less than 15 days prior to the Annual Meeting of the Members. The Recording Secretary shall work to confirm that the nominee does meet the requirements for the office for which he is nominated as set forth in these Bylaws.
- c. If the Recording Secretary finds that the nominee is not qualified to serve in the position for which he is being nominated, the Recording Secretary shall notify both the nominee and the Board of Directors of the qualification not met by the nominee. The Board, regardless of any other provisions of these Bylaws, may vote in special called meeting to disallow the nomination. If such action is taken, both the nominee and the nominator shall be notified of the Board's decision as soon as possible by the President of the Board.
- d. No nominations for any office shall be taken from the floor at any Annual Meeting of the Members.

Section 7.3. Election of Officers and At-Large Members at Annual Meeting of the Members.

- a. The Officers and elected At-Large Members shall be elected at the Annual Meeting of the Members. The Vice President and Treasurer must be elected in alternate years from the President and Recording Secretary. The At-Large Members shall be elected for terms of two (2) year and, notwithstanding any other provision of these Bylaws, shall not be elected for more than two consecutive terms. The number of At-Large Members serving on the Board of Directors shall be the number of voting delegates authorized to attend the national assembly of the International Secretariat. The number to be elected shall be the number authorized minus one. That position shall be filled by the past President until the current President's term expires.
- b. Notwithstanding any other provision of these Bylaws, first President and Recording Secretary of the Board of Directors shall serve until the second Annual Meeting of the Members.
- c. At-Large Members shall have the same voting privileges as the other members of the Board of Directors.
- d. The At-Large Member position which will be filled by the past President may be filled by any member elected until the first President leaves office. At that time the position will be filled by the past President.

ARTICLE VIII.
SPIRITUAL DIRECTORS AND RECTORS

Section 8.1. Spiritual Directors. General Qualifications. To serve as a Spiritual Director on a Tres Dias Weekend, one must be ordained or licensed by a recognized ministry and be qualified to teach and counsel in spiritual matters. The Board shall defer to the local church congregation or denomination to which the person belongs to provide the qualification.

Section 8.2. Head Spiritual Directors. One Spiritual Director on a Tres Dias Weekend (referred to as the “Head Spiritual Director”) must be able to celebrate Holy Communion in his or her local church congregation. If possible, the Head Spiritual Director shall have had the experience of serving on at least 3 weekends and shall have the administrative ability to make the assignments required for the weekend. It shall be the Head Spiritual Director’s responsibility to assign the Spiritual Director talks, the chapel Communion services, the meditations and any other duties to be performed by the Spiritual Directors on the weekend. The Head Spiritual Director shall strive to work in harmony with and encourage and support the weekend Rector.

Section 8.3. Selection of Weekend Spiritual Directors. The Spiritual Directors for the next succeeding Tres Dias Weekend shall be selected by the then-serving Community Spiritual Director, the Leaders and the Rectors for the particular Weekend. Selections must be made by the mutual agreement of the Community Spiritual Director and the Rector. In the event the Community Spiritual Director and the Rector are unable to agree on a team of Spiritual Directors for the particular Weekend, the names under consideration shall be presented to the Board of Directors, and the Board of Directors shall thereupon select a team.

Rectors. Qualifications.

- a. served as Head Cha or Assistant Head Cha; and
- b. served as Head Cha in one of the sections on a Weekend (i.e., Chapel, Kitchen, Dorm, Palanca, Table, or Storeroom); and
- c. given two (2) rollos; and
- d. worked in the kitchen or dining room; and
- e. not previously served as Rector for a full Tres Dias Weekend sponsored by the Community; and
- f. maintained a Christian lifestyle in his or her public and private life; and
- g. active in Christian fellowship.

Section 8.4. Rector Selection Process.

- a. The Rector Selection Committee shall adopt an elective process that results in a Rector slate approved by a majority of the committee. The committee shall

consider one prospective Rector at a time and shall not vote between two competing candidates.

- b. The Rector Selection Committee shall meet as often as required to select Rectors for two weekends ahead of the next Tres Dias Weekend being sponsored by the Minnesota Tres Dias Community. Such meetings shall occur in a prayerful and cloistered atmosphere, and the selection of Rectors made at such a meeting shall be presented at the next meeting of the members of the Board.

Section 8.5. Failure of Rector to Serve.

- a. In the event it becomes apparent that a Rector will not, for any reason, serve in such capacity for his or her scheduled weekend, the then-serving Rector Selection Committee shall, as soon as possible, select a Rector to serve on such weekend and shall announce its selection to the Board of Directors.
- b. If the Weekend Team has already started holding its meetings in preparation for the weekend, then the Back Up Rector shall serve as Rector.

ARTICLE IX.

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 9.1. Contracts. The Board of Directors may, with the approval of the Board, authorize any Officer or Officers, or agent or agents, of the Board, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Board, and such authority may be general or confined to specific instances.

Section 9.2. Checks, Drafts, or Orders for Payments. All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Community shall be signed by the treasurer or agents of the Board and in such manner as shall from time to time be determined by resolution of the Board of Directors. In absence of such determination, such instruments shall be signed by the President and the Treasurer of the Board.

Section 9.3. Deposits. All funds of the Community shall be deposited from time to time to the credit of the Community in such banks, trust companies or other depositories as the Board of Directors may select or as may be selected in accordance with procedures established by the Board.

Section 9.4. Contracts Involving Directors and Officers. Members of the Board of Directors shall be permitted to maintain a direct or indirect interest in any contract relating to or incidental to the operations of the Community, and may freely make contracts, enter into transactions, or otherwise act for and on behalf of the Community, notwithstanding that at such time they also may be acting as individuals, trustees of trusts, beneficiaries of trusts, members or associates or as agents, Officers or Directors for other persons or corporations, or may be interested in the same matters as shareholders, Officers, Directors or otherwise; provided, however, that prior to consummating any contract, transaction, or action taken on behalf of the Community involving

any matter in which a Director is personally interested as a shareholder, Officer, Director, trust beneficiary, trustee, trust adviser or otherwise, that contract, transaction or action must be authorized and approved in good faith by a vote of a majority of the number of Directors in attendance at a meeting at which a quorum is present, without counting the vote of the interested Director, and only after the non-interested Directors are provided with knowledge of the material facts concerning the transaction and the interested Director's interest in the transaction, and only if the entering into of such contract or transaction is not in violation of the proscriptions in the Articles of Incorporation which prohibit the Board's use or application of its funds for private benefit. An interested Director may be counted in determining the presence of a quorum at a meeting of the Board of Directors at which a contract or transaction described in this Section 9.4 is authorized. Notwithstanding any provision contained herein, no contract, transaction or act shall be taken on behalf of the Community if such contract, transaction or act would result in denial of the Community's exemption from federal income tax. In no event, however, shall any person or entity dealing with the Board of Directors be obligated to inquire into the authority of the Board or Officers to enter into and consummate any contract, transaction or take other action.

ARTICLE X.
MISCELLANEOUS

Section 10.1. Dividends Prohibited. No part of the net income of the Community shall inure to the benefit of any private individual and no dividend shall be paid and no part of the income of the Community shall be distributed to its members, Directors or Officers. The Board may reimburse its Officers and Directors as provided herein.

Section 10.2. Fiscal Year. The fiscal year of the Community shall begin on the first day of January of each year and conclude on the last day of December of the same year.

Section 10.3. Seal. The Community's seal, if any, shall be in such form as shall be adopted and approved from time to time by the Board of Directors. The seal may be used by causing it, or a facsimile thereof, to be impressed, affixed, imprinted or in any manner reproduced.

Section 10.4. Gender. Words of either gender used in these Bylaws shall be construed to include the other gender, unless the context requires otherwise.

Section 10.5. Invalid Provisions. If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, shall remain valid and operative.

Section 10.6. Headings. The headings used in these Bylaws are for convenience only and do not constitute matter to be construed in the interpretation of these Bylaws.

ARTICLE XI.
AMENDMENT AND REPEAL OF THESE BYLAWS

Section 11.1. Amendment.

- a. Up to and including the first regularly scheduled meeting of the Board of Directors after the completion of the first Men's and Women's weekend

sponsored by the Minnesota Tres Dias Community, these Bylaws may be amended by a unanimous vote of the Board of Directors or by a unanimous vote of the Steering Committee until such time as the Board of Directors is elected.

- b. Any amendment to these Bylaws must be proposed at a regularly scheduled meeting of the Board of Directors by any voting member of the Community or by a petition presented by at least 21 members of the Community. Such amendment shall be in writing and must not conflict with laws of the State of Minnesota or the United States of America. The proposed amendment also shall not conflict with the rules and regulations of the International Tres Dias Secretariat or with the Essentials of Tres Dias.
- c. Any proposed amendment shall be held over until the next regularly scheduled meeting of the Board of Directors and shall be published, if possible, in the Community newsletter and also on the Community website.
- d. The proposed amendment shall be discussed by all Community members who are present at the next two regularly scheduled Board meetings. At the second of the two regularly scheduled board meetings where the Community discussed the proposed amendment, the Community will vote on the proposed amendment. To be eligible to vote, you must be a voting member of the community and you must have attended both of the two regularly scheduled board meetings where the Community discussed the proposed amendment. If at least two thirds of those in attendance and eligible to vote, vote to adopt the proposed amendment then the amendment shall become part of these Bylaws.
- e. The Recording Secretary shall be responsible to insure that the adopted amendment is published and that new Bylaws, including the amendment, shall be made available at the next Board meeting after its adoption.

Section 11.2. Repeal.

- a. These Bylaws may only be repealed by a two thirds vote of all the members attending an Annual Meeting of the Members, providing that a quorum is present. If such a vote is taken and passes then the President shall appoint a committee of members to write a new set of Bylaws. This committee shall report back to the Board of Directors within thirty days with its proposed Bylaws and they shall be adopted if voted for by two thirds of the members who are entitled to vote, provided that a quorum is present.
- b. Until such time as a new set of Bylaws is adopted, the Community shall be governed by these Bylaws.

The foregoing Bylaws were adopted by the Board of Directors of Minnesota Tres Dias on July 6, 2020.

(Original signed by)

| By Heidi Cogan_____

| Its: President_____