FIRST AMENDED BYLAWS
OF
COLOGNE ACADEMY PAVE COMMITTEE

ARTICLE 1 - NAME AND PURPOSE

Section 1 - Name: the name of the organization shall be Cologne Academy PAVE Committee ("PAVE" or "CA PAVE"). It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

Section 2 - Purpose: Cologne Academy PAVE Committee is organized exclusively for charitable, scientific and educational purposes. The purpose of this corporation is to support Cologne Academy through our fundraising and community outreach efforts.

ARTICLE II - MEMBERSHIP

Membership shall only consist of the Board of Directors.

ARTICLE III - MEETINGS

Section 1 - Annual Meeting. An annual meeting shall be held each year on such date, at such time, and at such location as the Board may determine. The actions to be taken at an annual meeting shall include the election of directors and any other business appropriate.

Section 2 - Notice. Written notice of each meeting of the Board, stating the time, date and place of the meeting, shall be mailed, delivered or given by electronic communication to each of the directors at least five (5), but not more than sixty (60) days in advance of the meeting. Any notice to a director given by a form of electronic communication consented to by the director is effective when given.

Section 3 - Action By Remote Communication. A conference among directors by means of communication through which the directors may simultaneously hear each other during the conference is a meeting of the Board, if the same notice is given of the conference as would be required for a meeting and if the number of directors participating in the conference is a quorum. Participation in a conference by this means constitutes personal presence at the meeting.

Section 4 - Other Meetings. Meetings of the Board may be held at any time upon request of any director of the corporation. The request shall specify the purpose or purposes of the meeting. The Chair of the Board shall preside over each meeting of the Board. If the Chair is absent, the Board may appoint another director to chair that meeting. The Secretary of the corporation, or in their absence any person whom the Chair shall appoint, shall act as Secretary of the meeting. The Board shall hold an annual meeting for the purpose of electing directors and conducting other business of the corporation.

Section 5 - Action Without A Meeting. Any action required or permitted to be taken at a Board meeting may be taken by written action signed by all of the directors.

Section 6 - Quorum; Proxies. At any meeting of the Board, a majority of the directors then holding office shall be necessary and sufficient to constitute a quorum for the transaction of business. Except where otherwise required by statute or provided in these Bylaws, the affirmative vote of a majority of the directors present at a meeting at which there is a quorum is sufficient for any action. Directors shall not appoint a personal proxy or vote by proxy.

Section 7 - Adjournments. Any meeting of the Board may be adjourned from time to time or day to day, or both, upon the consent of a majority of directors present. If the date, time and place of the adjourned meeting appear in the minutes of the original meeting, no further notice as to the date, time and place of the adjourned meeting need be given. At any adjourned and reconvened meeting at which a quorum of the directors is present, any business may be transacted which might have been transacted at the original meeting.

ARTICLE IV - BOARD OF DIRECTORS

Section 1 - Responsibilities; Number. The property, funds, affairs and business of the corporation shall be under the general authority of the Board of Directors (the "Board"), which shall consist of not fewer than three nor more than five persons. The exact number of directors shall be determined from time to time by resolution adopted by the member. All directors shall be natural persons who are adults.

Section 2 - Election; Term. Other than the initial directors appointed by the incorporator, the directors shall be appointed or elected by the remaining directors then in office. The directors shall serve for a term of three years. Each director shall hold office until expiration of the term and until a successor is elected and qualified, or until the earlier death, resignation, removal or disqualification of the director.

Section 3 - Role of Directors. The Board of Directors shall appoint roles each year at its annual meeting. The officers shall include a President, a Secretary and a Treasurer. The Board of Directors shall be natural persons who are adults. The same person may hold two or more offices.

Section 4 - Chair. The Board may have a Chair, who shall be appointed by the Board each year at its annual meeting. The Chair must be a director of the corporation. The Chair shall serve as the chairperson of the Board and shall preside over each meeting of the Board at which he or she is present. The Chair shall perform such other duties as may be prescribed by the Board. The Chair may be removed as Chair, with or without cause, by the affirmative vote of a majority of the directors present at a meeting at which there is a quorum.

Section 5 - Secretary. The Secretary shall attend all meetings of the Board and record all votes and the minutes of all proceedings of the Board, and shall perform like duties for any committee of the Board when required. The Secretary shall also give notice of all meetings of the Board, as required, and shall perform such other duties as may be prescribed by the Board or the Chair.

Section 6 - Treasurer. The Treasurer shall be the chief financial officer of the corporation and have the custody of the corporate funds and securities, if any. The Treasurer shall keep full and accurate account of receipts and disbursements in books belonging to the corporation and shall deposit all monies and other valuable effects in the name and to the credit of the corporation, in such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the corporation in such name as may be designated by the Board, making the proper vouchers for such disbursements, and shall render to the Chair and the Board, at the annual meeting of the Board, or whenever it may require, an account of the financial condition of the corporation.

Section 7. Committees. The Board may designate one or more committees from time to time, adopting such regulations as it deems advisable with respect to the membership, authority and procedures of such committees.

Section 8- Removal. Any Director of the Board may be removed, with or without cause, by the affirmative vote of a majority of the directors present at a meeting at which there is a quorum and for which notice stating the purpose of the meeting has been given.

Section 9 - Vacancy. If any seat becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the Board may appoint a successor.

Section 10 - Other Powers. In addition to the powers and authority conferred upon it by these Bylaws, the Board shall have the power to do all acts necessary and expedient to the conduct of the business of the corporation.

ARTICLE V - OTHER MATTERS

Section 1 - Maintenance and Inspection of Records. Correct and complete copies of the Articles of Incorporation, Bylaws, accounting records and minutes of meetings of the Board, the member (if any), and of committees of the corporation shall be kept at the registered office of the corporation. The member, a director, or agent or attorney of a director, may inspect all books and records of the corporation for any proper purpose at any reasonable time.

Section 2 - Amendments to Bylaws. These Bylaws may be amended or repealed by majority vote of the Board of Directors.

Section 3 - Personal Liability: To the full extent permitted by the Minnesota Nonprofit Corporation Act, as enacted or hereafter amended, or by other provisions of law, no member or director of this organization shall be personally liable for the debts or obligations of this organization of any nature whatsoever, nor shall any of the property of the members or directors be subject to the payment of the debts or obligations of this organization.

Section 4 - Conflict of Interest; Material Financial Interest. Whenever a director or officer(or member of their immediate family) has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Section 5 - Duration/Dissolution. The duration of the existence of the organization shall be perpetual until dissolution. Upon dissolution of the organization, assets of the organization shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed first to Cologne Academy then to the federal, state, or local government, for a public purpose.

The foregoing First Amended Bylaws of Cologne Academy PAVE Committee were adopted by the Board of Directors of the corporation, effective as of July 12, 2024.

Angie Maier	Jenna McInnis	Katie Rotz