

**AMENDED AND RESTATED
BYLAWS
OF
THE ARC MINNESOTA, INC.
Effective as of January 1, 2018**

**ARTICLE I
OFFICES, CORPORATE SEAL, AFFILIATIONS, TERRITORY SERVED**

Section 1.01. Registered Office. The registered office of this corporation (“Corporation”) located in Minnesota shall be that as set forth in the Amended and Restated Articles of Incorporation, or in the most recent statement filed with the Secretary of State of Minnesota changing the registered office.

Section 1.02. Other Offices. This Corporation may have such other offices, within or without the State of Minnesota, as the Board of Directors may from time to time determine.

Section 1.03. Corporate Seal. This Corporation shall have no corporate seal.

Section 1.04. National Affiliation. This Corporation shall take appropriate steps to remain a chapter in good standing of The Arc US, Inc. (“The Arc”).

Section 1.05. Territory Served. This Corporation shall serve people with intellectual and developmental disabilities (“I/DD”) and their families in and throughout the State of Minnesota.

**ARTICLE II
MEMBERS OF THE CORPORATION**

Section 2.01. Chapters as Members. The Members of the Corporation may be those nonprofit corporations that meet the qualifications and requirements to be an affiliated local chapter of this Corporation as set forth in these Bylaws and as further described in written Standard Terms and Conditions for Affiliation established in the manner described in Section 2.01 of these Bylaws or may be Individual Members as set forth in Section 2.02 of these Bylaws, below. A local chapter of the Corporation is hereinafter referred to as “Local Chapter” or “Chapter”.

Section 2.01.1. Qualifications to be a Local Chapter. A Local Chapter must meet the following qualifications and requirements in order to be a Local Chapter of this Corporation.

- a. The Local Chapter’s purpose is, at least in substantial part, to address the needs, issues and concerns of people with I/DD and their families.
- b. The Local Chapter has exempt status under Section 501 of the Internal Revenue Code of 1986, as amended, or successor provisions, or has applied for such status.
- c. The Local Chapter pledges to advance and uphold, and strives to conduct its operations in a manner consistent with, the Mission, Core Values and Guiding Principles, Position Statements and Public Policy Agenda of the Corporation as

- they exist and may, in accordance with the process described in these Bylaws, be revised from time to time.
- d. The Local Chapter meaningfully involves parents and family members of people with I/DD, and individuals with I/DD, in leading and guiding the Chapter.
 - e. The Local Chapter has applied for and been accepted into membership under procedures established by the Board of Directors of the Corporation.
 - f. The Local Chapter pays Affiliation Fees in accordance with the fees schedule established by the Board of Directors of the Corporation in the manner described by these Bylaws.
 - g. The Local Chapter prominently identifies itself to the public as a Chapter of The Arc Minnesota and The Arc.

Section 2.01.2. Initial Affiliation. To become affiliated with this Corporation, a Local Chapter, as described in this Article II, shall:

- a. Make a written application to the Secretary of this Corporation, signed by the President and Secretary of the Local Chapter applying, stating that at a regular or special meeting of the membership, or of the governing body, at least three-fourths of those voting voted in favor of applying for Affiliation in this Corporation. The application shall also state that the Local Chapter agrees to abide by all the provisions of the Articles of Incorporation and Bylaws of this Corporation.
- b. Have at least ten members. Family memberships shall be counted as two members, and individual members will be counted as one member. Membership in the Local Chapter shall be open to all persons interested in the rights and well-being of people with intellectual and developmental disabilities.
- c. Serve a defined geographical area within Minnesota. The application shall state the area which the Local Chapter wishes to serve. The Board of Directors may then approve or disapprove the area requested. Not more than one Local Chapter shall be permitted to serve the same geographic area.
- d. Include a copy of the Local Chapter's bylaws with the application. The aims and purposes as stated therein shall be substantially in accord with the aims and purposes of this Corporation as stated herein.
- e. Sign the Affiliation Agreement for each twelve months of Affiliation.

Section 2.01.3. Affiliation Fee. Each Local Chapter shall annually pay unto this Corporation a sum of money equal to its Affiliation Fee. The Board of Directors of this Corporation is empowered and directed to determine annually the total amount of dollars to be assessed among and paid by the member Local Chapters. The Affiliation Fee Policy formula and any subsequent changes to this formula shall first be considered by the Board of Directors of this Corporation and then be submitted to and approved by a majority vote of the Members at an annual meeting of this Corporation.

Section 2.01.4. Election to Affiliation. When a Local Chapter meets the requirements for Affiliation, it shall then be eligible to be elected to Affiliation by the Board of Directors.

Section 2.01.5. Ongoing Affiliation. In order to maintain Affiliation in good standing in this Corporation, a Local Chapter shall execute, and maintain and comply with the terms and conditions of a current Standard Terms and Conditions for Affiliation Agreement and with the Affiliation Fee Policy, with this Corporation in a manner and at times determined by the Board of Directors of this Corporation.

For those Local Chapters not meeting the Affiliation requirements, The Arc Minnesota Board of Directors will:

- Notify the Local Chapter in question that it is not in compliance and provide specific statements of non-compliance to which the corporation or local association will be required to respond within 30 days of the date of notice.
- Where, in the opinion of the Board of Directors, good reason exists for waiving or slightly altering any of the requirements for Affiliation as stated in Article II, the Board shall have the authority to do so. Any such action taken, and the reason therefore, shall be stated in the minutes of the meeting of the Board and the Board shall notify the Local Chapter of the terms and conditions for continued Affiliation based on a reasonable expectation that Local Chapters conduct their activities in concert with the mission and values of The Arc MN and The Arc and the legitimate and lawful requirements of these Bylaws and the Affiliation Agreement then in force.

In preparing the terms and conditions for continued Affiliation, the Board of Directors may:

- Grant an exemption governing the specific statements of non-compliance or portions thereof;
- Propose modifications that would bring the Local Chapter into compliance or allow the Board of Directors to grant an exemption;
- Require the Local Chapter to develop and submit a work plan to bring it into compliance within a designated time period;
- Encourage merging with another Local Chapter or with The Arc MN;
- Terminate the Local Chapter;
- Allow another Local Chapter to serve the area; and/or
- Take any other action it deems appropriate that is likely to ensure core services are developed or maintained for the Local Chapter's service area.

Section 2.02. Individual Members. The Corporation may also have both voting and nonvoting individual members ("Individual Members"). The Board of Directors shall establish criteria and procedures for admission of Members, and it shall establish the terms, rights and privileges of Membership, which may differ between those of voting Members and those of nonvoting Members; provided, however, that only voting Members shall have the right to vote, and all references in these Bylaws to Members, other than in this Section 2.02, shall mean only voting Members. The Board of Directors may levy assessments or fees upon the Members in amounts determined from time to time, and it may determine the methods of collection. Memberships may be terminated, on reasonable notice, for nonpayment of such assessments or fees, and for other reasons, under rules established by the Board of Directors, and the Board of Directors may provide rules for reduced or suspended fees and/or for reinstatement of Membership.

Section 2.03. Family Members. A family household inhabiting a common residence may become a Family Member of the Corporation upon payment of the fees established by the Board of Directors. Family Membership shall entitle the adults (over the age of 18) inhabiting the common residence to vote and hold office; however, Family Members shall have no more than two votes.

Section 2.04. Members-at-Large. Members-at-Large are, in all cases, Non-Voting Members. Individual persons residing in Minnesota shall be encouraged to join a Local Chapter if one exists in their geographic area or, if not, then shall be encouraged to join this Corporation. Persons may become Members-at-Large. Fees to be paid by Members-at-Large, and privileges connected therewith, shall be as determined by The Arc Minnesota's Board of Directors.

Section 2.04.1. Any partnership, association, agency, firm, or corporation interested in furthering the purposes of this Corporation may become an Associate Member by vote of the Board of Directors, upon application for such membership. Fees for Associate Membership, and privileges connected therewith, shall be as determined by the Board of Directors.

Section 2.04.2. Honorary or Life Membership may be granted by the Board of Directors to any person who has made an outstanding contribution to the rights and well-being of people with developmental or cognitive disabilities. Such membership shall be awarded at the Annual Meeting of the corporation. Such Members shall pay no fees.

Section 2.04.3. Membership in this Corporation shall continue until terminated by the Board of Directors, with or without cause. Termination of membership shall require a three-fourths vote of the Board of Directors present and voting.

Section 2.04.4. No member shall make representations to any public official or body, or speak or act publicly in the name of this Corporation, without the prior approval of the Chief Executive Officer, or Executive Committee, or the Board of Directors.

Section 2.05. Annual Meeting. The regular annual meeting of the Members shall be held at such time and place in May of each year or at such other time and place as the Board of Directors may determine, for the purpose of electing directors, receiving a report on the activities and financial condition of the Corporation, and for the transaction of such other business as shall come before the meeting.

Section 2.06. Special Meetings. Special meetings of the Members shall be held whenever called by the Board of Directors, the Chair, a Co-Chair, one of the Vice-Chairs, or at least one-third of the Directors. If at least ten percent (10%) of the Members, or fifty (50) Members, whichever is less, sign, date and deliver to the Chair, the Chief Executive Officer or Treasurer one or more written demands for a meeting describing the purpose for which it is to be held, the Board of Directors shall cause a special meeting to be called and held on notice no later than 45 days after the receipt of the demand.

Section 2.07. Record Date; Voting List. The Board of Directors may fix a date not more than 30 days before the date of a meeting of Members as the date for the determination of the Members entitled to notice of and entitled to vote at the meeting. When a date is so fixed, only

Members on that date are entitled to notice of and permitted to vote at that meeting of Members. The Corporation shall maintain a Membership roster with the name and contact information of each Local Chapter; Individual Members and Family Members. Each Member shall notify the Secretary of any change in the Member's contact information.

Section 2.08. Notice. Notice of a meeting of the Members shall be mailed to each Member, addressed to the Member at his or her residence or usual place of business, or personally delivered to the Member, at least seven days, but not more than sixty days, before the day on which the meeting is to be held. Alternatively, such notice may be given by (a) facsimile communication, when directed to a telephone number at which the Member has consented to receive notice, (b) by electronic mail, when directed to an electronic mail address at which the Member has consented to receive notice, or (c) by any other form of electronic communication by which the Member has consented to receive notice. Consent by a Member to notice by electronic communication may be given in writing or by authenticated electronic communication. Any such notice may be included in a timely delivered copy of the Corporation's news bulletin. Notice of a meeting shall state the time and place of the meeting, and a statement of the purposes thereof. If a special meeting is demanded by the Members, the meeting must be held in the county where the Corporation's registered office is located. The business transacted at a special meeting is limited to the purposes stated within the notice of the meeting. A Member may waive notice of a meeting of Members. A waiver of notice by a Member entitled to notice is effective whether given before, at, or after the meeting, and whether given in writing, orally, or by attendance. Attendance by a Member at a meeting is a waiver of notice of that meeting, unless the Member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, 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 the item at that meeting.

Section 2.09. Voting. Voting at the Annual Business Meeting is based on good standing with The Arc Minnesota and on payment of the Affiliation Fee. Votes will be based on the membership submitted to The Arc Minnesota by December 31 of the prior year. Local Chapters that paid 100% of their previous year's Affiliation Fee by December 31 shall receive one vote each per fees paying Member or Membership. Those that paid less than 100% shall have their votes computed based on the percentage of the Affiliation Fee that was paid, as applied to their total number of members or memberships.

Section 2.09.1. Individual Members in good standing have one vote, and Family Members in good standing shall have two votes.

Section 2.09.2. Effective with the merger on January 1, 2018, six Local Chapters merged into the State Chapter, and Arc in Minnesota was as of that date and is now represented by The Arc Minnesota, with six geographic regions ("Region" or "Regions") and four Local Chapters. So long as there are Local Chapters in Minnesota, The Arc Minnesota shall vote as a Local Chapter on matters requiring Membership and/or Local Chapter votes and shall receive one vote per each fees paying Member and two votes for each fees paying Family Member in the geographic areas served by The Arc Minnesota (but such votes shall not include votes of Members or Family Members residing in geographic areas served by Local Chapters), and the votes on such matters shall be tallied solely by

counting all Member and Family Members votes from The Arc Minnesota and the Local Chapters.

Section 2.09.3. No votes will be given to Local Chapters that do not meet requirements of good standing.

Section 2.09.4. The Board of Directors shall annually review the status of Local Chapters that do not meet all requirements for good standing.

Section 2.09.5. Cumulative voting shall not be permitted.

Section 2.09.6. Proxy voting shall not be permitted.

Section 2.09.7. The votes to which a Local Chapter is entitled, shall be cast by a delegate or delegates appointed by the governing body of the Local Chapter. The delegate or delegates appointed must be Members in good standing of the Local Chapter by whom they are appointed. The total number of votes may be divided in any manner between the delegates as determined by the governing body of the Local Chapter. At least one week before each meeting of the membership, the president or chief executive officer of each Local Chapter and the president or chief executive officer of the Corporation shall file with the Secretary of this Corporation a statement indicating by whom the votes of the Local Chapter shall be cast, and the number of votes to be cast by each person so named.

Section 2.09.8. A Local Chapter in good standing may, by action of its Board of Directors, assign its votes to another Local Chapter in good standing to be cast at any meeting of the Members. Said assignments shall be executed and filed with The Arc Minnesota office in the form and manner as prescribed by the Board of Directors by their resolution.

Section 2.09.9. At meetings of the Members of this Corporation, Officers and Directors of this Corporation may not vote by virtue of their being an Officer or Director, but may vote only if they are delegated to cast the vote or votes of a Member Local Chapter or of this Corporation.

Section 2.09.10. During the interval between Annual Meetings, when the Board of Directors resolves that a specific item or items (except amendments to the Articles of Incorporation or Bylaws) shall be voted upon by the Membership, Members may vote by written ballot, after notice has been given as provided in Article II. Such a vote shall have all the effects of a vote taken at a regular or special meeting, provided at least three-fourths of the Membership so votes.

Section 2.10. Quorum. Except as otherwise provided by statute or by these Bylaws, 50 Members shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the Members present at any duly held meeting at which a quorum is present shall be the act of the Members. In the absence of a quorum, a majority of the Members present may adjourn a meeting from time to time until a quorum is present. Except as required by law, notice of any adjourned meeting need not be given, other than by announcement at the meeting at which adjournment is taken. 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 number otherwise required for a quorum; provided, however, that the affirmative vote of a majority of the required quorum is required to take any action other than adjournment.

Section 2.11. Action Without Meeting. Any action that may be taken at a meeting of the Members may be taken without a meeting when authorized in a written document signed, or consented to by authenticated electronic communication, by at least two-thirds (2/3) of the Members.

Section 2.12. Action by Written Ballot. An action that may be taken at a regular or special meeting of Members may be taken without a meeting if the Corporation mails or delivers electronically a written ballot to every Member entitled to vote on the matter. A written ballot must set forth each proposed action and provide for an opportunity to vote for or against each proposed action. Approval by written ballot is valid only when the number of votes cast by ballot 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 matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Solicitations for votes by written ballot must (a) indicate the number of responses needed to meet the quorum requirements; (b) state the percentage of approvals necessary to approve each matter other than election of directors; and (c) specify the time by which a ballot must be received by the Corporation in order to be counted. A written ballot may not be revoked. The notice provisions of Article II are applicable to this Section 2.12.

Section 2.13. Electronic Communications. One or more Members may participate in a meeting by any means of communication through which all Members participating in the meeting may simultaneously hear each other during the meeting. Participation in a meeting through a form of Electronic Communication authorized by the Board constitutes personal presence at the meeting.

Section 2.14. Meetings Conducted Solely Through Electronic Communication. The Board of Directors may specify that a meeting will be conducted solely through one or more means of Electronic Communication provided that proper notice is given and the quorum requirements are met. Electronic Communication includes any communication that is accomplished by means of electronics, telephone, video or Internet conferencing, or such other means through which a person not physically present in the same location may communicate with each other on a substantially simultaneous basis (“Electronic Communication”). Participation in a meeting through a form of Electronic Communication that is authorized by the Board constitutes a personal presence at a meeting.

ARTICLE III BOARD OF DIRECTORS

Section 3.01. General Powers. The property, business and affairs of this Corporation shall be managed by or under the direction of the Board of Directors.

Section 3.02. Number, Qualifications, Term of Office and Election. The number of Directors shall be the number established from time to time by the Board of Directors, but shall not be less

than 12 nor more than 28, and, except for the first Board of Directors of the merged Chapters elected in May, 2018, the terms of elected Directors shall be three years. Each elected director shall hold office until the expiration of the Director's term and until a successor is elected and qualified, or until the earlier death, resignation, or removal of the Director. At each annual meeting of the Members, the Members shall elect directors to replace those whose terms will expire as of that meeting. Except as otherwise set forth herein regarding Directors nominated from their respective geographical regions, a nominating committee, to be known as the Board Development Committee, appointed by the Board of Directors shall nominate candidates for election at the annual meeting, and only candidates nominated by such committee shall be eligible for election by the Members. Directors must be natural persons and a majority of the Directors must be adults. Only Members of the Corporation may serve as Directors. The Board Development Committee shall endeavor to nominate candidates with a view toward producing a diverse Board of Directors that includes individuals with I/DD and/or a family member of a person with I/DD, and Directors representing regions and Local Chapters shall be nominated by their respective geographical regions or Local Chapters. Up to twelve at large Directors shall be nominated by the Board Development Committee. No Director shall serve more than three consecutive terms, excluding terms of less than three years and partial terms when filling a vacancy.

Section 3.02.1. With respect to the first Board of Directors of the merged Chapters elected by the Members in May, 2018, their terms of office will be staggered with approximately 1/3 of the Members of the first Board serving for a two (2) year term; approximately 1/3 serving for a three (3) year term; and approximately 1/3 serving for a four (4) year term, to facilitate a balanced three year rotation schedule referenced above. The Board Development Committee, Co-Chairs, and the CEO, with input from the Members of the first Board of Directors, shall determine the staggered terms for the Members of the first Board of Directors and shall advise the Members of the First Board of Directors, the local chapters and the Members of the Corporation of the staggered terms of the Members of the first Board of Directors.

Section 3.03. Directors Appointed by the Chief Executive Officer. The CEO may appoint up to two additional Directors each year, subject to the approval of the Board of Directors, to serve one year terms, so long as the total number of Directors does not exceed 28.

Section 3.04. Resignation. A Director may resign at any time by giving written notice to the Corporation. The resignation of a Director is effective without acceptance when the notice is given to the Corporation, unless a later effective time is specified in the notice. Written notice or an electronic communication which meets the requirements of Section 2.08 may satisfy the notice requirement.

Section 3.05. Removal of Directors. A Director may be removed at any time, with or without cause, by the affirmative vote of a majority of the total number of Directors.

Section 3.06. Vacancies. Any vacancy on the Board of Directors caused by death, resignation, removal, an increase in the number of Directors, or any other cause, shall be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum, and the

term of the Director filling the vacancy shall expire at the end of the term the director is filling; however, in the case of Directors representing regions, a vacancy shall be filled pursuant to a nomination by that region.

Section 3.07. Place of Meetings; Electronic Communications. The Board of Directors may hold its meetings at such place or places, within the State of Minnesota, as it may from time to time determine. If the Board of Directors fails to select a place for a meeting, it shall be held at the registered office. One or more Directors may participate in a meeting by any means of communication through which all Directors participating in the meeting may simultaneously hear each other during the meeting. If the Board of Directors fails to select a place for a meeting or to specify that the meeting will be conducted solely through means of remote communication pursuant to Section 2.13 the meeting will be held at the Corporation's registered office.

Section 3.08. Annual Meeting. The annual meeting of the Board of Directors shall be held each year, at such time and place as the Board may determine, for the purpose of electing officers and for the transaction of such other business as shall come before the meeting.

Section 3.09. Regular Meetings. Regular meetings of the Board of Directors shall be held from time to time, at least four, but not more than six, times per year, at such times and places as the Board may determine.

Section 3.10. Special Meetings; Notice. Special meetings of the Board of Directors shall be held whenever called by the Chair, a Co-Chair, a Vice-Chair, the Board, or at least one-third (1/3) of the Directors. Notice of a special meeting shall be mailed to each Director, addressed to the director at his or her residence or usual place of business, at least seven days before the day on which the meeting is to be held, or delivered personally or by telephone, facsimile, or electronic mail transmission, at least three days before the day on which the meeting is to be held. The notice shall state the time, place, and purpose of the meeting. Consideration of matters not identified in the notice shall be out of order. Notice of any meeting of the Board need not be given to any Director who participates in such meeting; and any meeting of the Board shall be a legal meeting without any notice thereof having been given, if all of the Directors shall participate therein or waive such notice in writing before, at, or after such meeting.

Section 3.11. Quorum. Except as otherwise provided by statute or by these Bylaws, a majority of the Directors currently holding office shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the Directors present at any duly held meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the Directors present may adjourn a meeting from time to time until a quorum is present. Notice of any adjourned meeting need not be given, other than by announcement at the meeting at which adjournment is taken. 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 number otherwise required for a quorum; provided, however, that the affirmative vote of a majority of the required quorum is required to take any action other than adjournment.

Section 3.12. Proxy Voting. Proxy voting shall not be permitted.

Section 3.13. Action Without Meeting. Any action that does not require Member approval may be taken by written action signed or approved by electronic signature or other authenticated electronic communication by the number of Directors that would be required to take the same action at a meeting of the Board of Directors at which all directors were present.

Section 3.14. Conflicts of Interest. Except as permitted by law, with respect to any contract or other transaction between this Corporation and any Director (or an organization in which a Director is a director, officer or legal representative or has a material financial interest): (a) the material facts as to such contract or transaction and as to the Director's interest must be fully disclosed or known to the Board of Directors prior to approval of such contract or transaction; (b) such approval shall require the affirmative vote of a majority of the Directors, not counting any vote that the interested Director otherwise might have; and (c) the interested Director shall not be counted in determining the presence of a quorum. This Section 3.14 shall not apply to the approval of compensation for a Director's personal services to the Corporation as Director, Officer, employee or agent.

Section 3.15. Electronic Records and Signatures. This Corporation recognizes that authenticated electronic communication which meets the requirements of this section may legally satisfy written record and signature requirement necessary for valid records, signatures and contracts. Authenticated communications are those communications that set forth information from which this Corporation can reasonably conclude that the communication was sent by the purported sender and are delivered to the principal place of business of this Corporation or to an Officer or agent of this Corporation who is authorized by this Corporation to receive the communication. Electronic records may include those records that are created, generated, sent, communicated, received or stored by electrical, digital, magnetic, wireless, optical electromagnetic or similar technology. Valid electronic signature is those that are expressed through an electronic sound, symbol or process, and that are logically associated with a recorded and executed or adopted by a person with intended to sign the record.

Section 3.16. Meetings Conducted Solely Through Means of Electronic Communication. The Board of Directors may specify that a meeting will be conducted solely through one or more means of Electronic Communication, provided that notice is given, as specified in Section 2.08 and that the quorum requirements specified in Section 2.10 are met. Electronic Communication includes any communication that is accomplished by means of electronics, telephone, video or internet conferencing or such other means through which person not physically present in the same location may communicate with each other on a substantially simultaneous basis. Participation in a meeting through a form of Electronic Communication that is authorized by the Board of Directors constitutes personal presence at the meeting.

Section 3.17. Attendance and Participation in Meetings by Means of Electronic Communication. The Board of Directors may authorize individual attendance and participation by Board Members at meetings through one of more means of Electronic Communication. Participation in a meeting through a form of Electronic Communication authorized by the Board of Directors constitutes personal presence at the meeting.

ARTICLE IV OFFICERS

Section 4.01. Number and Qualifications. The officers of this Corporation shall be a Chair, or Co-Chairs, one or more Vice Chairs, a Treasurer, a Secretary, a Chief Executive Officer and such other officers as may be elected by the Board of Directors.

Section 4.02. Election and Term of Office. Officers shall be elected annually by the Board of Directors, and, except in the case of officers appointed in accordance with the provisions of Section 3.03, each shall hold office until the next annual election of Officers and until a successor is elected and qualified, or until the earlier death, resignation, or removal of the Officer. Officers other than the Chief Executive Officer or an officer appointed in accordance with the provisions of Section 3.03 may not hold the same office for more than three consecutive full terms.

Section 4.03. Resignations. Except as otherwise provided in an employment contract, an Officer may resign by giving written notice to the Corporation. The resignation is effective without acceptance when the notice is given to the Corporation, unless a later effective date is named in the notice. Written notice or an electronic communication which meets the requirements of Section 2.07 satisfies the notice requirement under this Section 4.03.

Section 4.04. Removal. An Officer may be removed, with or without cause, by a resolution adopted by a majority of the Board of Directors.

Section 4.05. Vacancies. A vacancy in an office because of death, resignation, removal, or any other cause shall be filled for the unexpired part of the term by the Board of Directors.

Section 4.06. Chair/Co-Chairs. The Chair or either of the Co-Chairs shall, when present, preside at meetings of the Members and of the Board of Directors. The Chair or a Co-Chair shall perform such other duties as may from time to time be prescribed by the Board of Directors.

Section 4.07. Vice Chairs. In the event of the absence or disability of the Chair or of the Co-Chairs, the Vice Chair(s) shall succeed to the powers and duties of the Chair or Co-Chairs. The Vice Chair(s) shall have such other powers and shall perform such other duties as may from time to time be prescribed by the Board of Directors.

Section 4.08. Treasurer. The Treasurer shall supervise or shall: (a) keep accurate financial records for the Corporation; (b) deposit money, drafts, and checks in the name of and to the credit of the Corporation in the banks and depositories designated by the Board of Directors; (c) endorse for deposit notes, checks, and drafts received by the Corporation as ordered by the Board of Directors, making proper vouchers for the deposit; (d) disburse corporate funds and issue checks and drafts in the name of the Corporation, as ordered by the Board of Directors; (e) upon request, provide the Chair or the Co-Chairs, the Chief Executive Officer, and the Board of Directors an account of transactions by the Treasurer and of the financial condition of the Corporation; and (f) perform such other duties as may from time to time be prescribed by the Board of Directors.

Section 4.09. Secretary. The Secretary shall: (a) maintain records of and, when necessary, certify proceedings of the Members and of the Board of Directors; (b) when directed to do so, give proper notice of meetings of the Members and of the Board of Directors; and (c) perform such other duties as may from time to time be prescribed by the Board of Directors.

Section 4.10. Chief Executive Officer. The Chief Executive Officer shall: (a) have general active management of the business of the Corporation; (b) see that orders and resolutions of the Board of Directors are carried into effect; (c) sign and deliver in the name of the Corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Corporation, 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 of Incorporation or Bylaws or by the Board of Directors to another officer or agent of the Corporation; and (d) perform such other duties as may from time to time be prescribed by the Board of Directors.

Section 4.11. Other Officers. This Corporation may have such other officers and agents as the Board of Directors considers necessary for the operation and management of the Corporation, each of whom has the powers, rights, duties, responsibilities, and terms in office as may be determined by resolution of the Board of Directors.

Section 4.12. Delegation. Unless prohibited by a resolution adopted by the Board of Directors, an officer may, without the approval of the Board of Directors, delegate some or all the duties and powers of an office to other persons.

ARTICLE V COMMITTEES

Section 5.01. Standing Committees. The Standing Committees of the Board of Directors shall be the Executive Committee, the Board Development/Nominating Committee, the Finance Committee, the Resource Development Committee, the Board Governance Committee and the Public Policy Committee. Each Standing Committee shall be chaired by a member of the Board of Directors and shall be composed of no fewer than four (4) persons.

Section 5.02 Committees. The Board of Directors may act by and through such other committees as may be specified in resolutions approved by a majority of the Directors currently holding office. Such committees are subject at all times to the direction and control of the Board of Directors. No committee shall have the power to amend the Articles of Incorporation or Bylaws, or to approve a merger, consolidation, dissolution, or transfer of all or substantially all of the assets of the Corporation. Each committee shall prepare minutes of its meetings and shall furnish such minutes to the Board of Directors and to Members of the committee.

Section 5.05. Advisory Committees. The Board of Directors also may appoint one or more advisory committees, but such committees shall not have any of the authority of the Board of Directors.

**ARTICLE VI
GOVERNANCE; PARLIMENTARY RULES**

Section 6.01. Governance. Except to the extent inconsistent with law, the governance of this Corporation shall be in accordance with the most recent version of the Carver Policy Governance Model.

Section 6.02. Parliamentary Rules. Sturgis' Standard Code of Parliamentary Procedure, in the latest edition, shall govern all deliberations of the Corporation when it is not in conflict with these Bylaws or the Minnesota Nonprofit Corporation Act. The Chair or the Co-Chairs of the Corporation shall have the power to appoint a parliamentarian who shall interpret these Bylaws when a question arises as to the meaning of any part of it or arising out of any deliberation. The Chair or the Co-Chairs may seek the advice of the parliamentarian in interpreting the provisions. The Chair's or either of the Co-Chair's decision shall be final, unless overruled by a vote of two-thirds (2/3) of all the votes held and entitled to be cast by directors at a Board of Directors meeting or by members at a meeting of the members.

**ARTICLE VII
FISCAL YEAR; AUDIT; BOOKS OF RECORD**

Section 7.01. Fiscal Year. The Corporation's fiscal year shall be a calendar year.

Section 7.02. Audits. The Corporation's books of account shall be audited annually by a firm of Certified Public Accountants selected by the Board of Directors.

Section 7.03. Books and Records. The Corporation shall keep at its registered office current, correct and complete copies of:

- Articles of Incorporation and Bylaws and amendments thereto;
- Accounting records; and
- Minutes of meetings of the Members, the Board of Directors and committees.

**ARTICLE VIII
INDEMNIFICATION**

Section 8.1. The Corporation shall indemnify Officers, Directors, Committee Members, and employees to the extent required by the Minnesota Nonprofit Corporation Act, and shall have the power otherwise to indemnify persons for such expenses and liabilities, in such manner, under such circumstances, and to such extent as permitted by applicable law.

**ARTICLE IX
AMENDMENTS**

Section 9.01. Articles of Incorporation. Amendments to the Articles of Incorporation other than a change of the corporate name or address must be approved by a majority of the total number of directors and by the voting Members. Amending the Articles of Incorporation solely to change the corporate name and/or the address may be approved by a majority of the Directors.

Section 9.02. Bylaws.

Section 9.02.1. Except as otherwise provided in this Section, the power to amend or repeal the Bylaws is vested in the Board of Directors. The Board of Directors may not amend or repeal a Bylaw fixing a quorum for meetings of Members, prescribing procedures for removing directors or filling vacancies in the board, amending provisions relating to annual meetings of Members of establishing a quorum, changing classes of Members, or electing directors or amending their classifications, qualifications, or terms of office, but may amend a Bylaw to increase the number of directors. A Bylaw amendment to increase or decrease the vote required for a Member action must be approved by the Members.

Section 9.02.2. At least 200 Members or ten percent of the Members, whichever is less, may propose a resolution for action by the Members to adopt, amend, or repeal bylaws adopted, amended, or repealed by the Board of Directors. The resolution must contain the provisions proposed for adoption, amendment, or repeal. The limitations and procedures for submitting, considering, and adopting the resolution are the same as provided in Minnesota Statutes, Section 317A.133, for amendment of the Articles of Incorporation, except that Board of Directors approval is not required.

Section 9.02.3. Actions related to merger or dissolution require the approval of at least a two-thirds majority of voting Members.

Adopted as of this 12th day of January, 2018 and effective as of January 1, 2018.

By: _____

Its: _____

Amended as of this 6th day of April, 2018 and effective as of April 6, 2018.

By: _____

Its: _____