

**BOARD OF DIRECTORS
CORPORATE BYLAWS**

**BI-COUNTY COMMUNITY ACTION PROGRAMS, INC.
6603 BEMIDJI AVE N.
BEMIDJI, MINNESOTA 56601**

Website: <http://www.bicap.org>

Amended and Approved by the BICAP Board of Directors:

Date: _____

Signature: _____

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ARTICLE I: Corporate Identification & Jurisdiction

Section 1: Name & Jurisdiction of the Corporation

This organization, incorporated under the “General Not-for-Profit Corporation Act” of the State of Minnesota, shall be known as the Bi-County Community Action Programs, Inc., and shall be referred to herein as “the Corporation.” The Corporation’s geographic jurisdiction for services shall be Beltrami and Cass Counties, as well as other areas deemed necessary to meet the corporate purposes.

Section 2: Address of the Corporation

The corporation shall have the principal office located in Bemidji, Minnesota, or as so determined by the Board of Directors. The Corporation may have such other offices as authorized by the Board of Directors.

Section 3: Registered Agent

The Registered Agent of the Corporation shall be the Executive Director, or legal counsel as may be designated by the Board of Directors.

ARTICLE II: Mission Statement & Purposes

BICAP’s Mission is to help low income people in Cass and Beltrami County obtain self-sufficiency.

The Purposes of the Corporation shall be to:

1. Provide a range of activities having a measurable and potentially major impact on the causes of poverty in the jurisdiction served, or in those areas of the jurisdiction where poverty is an acute problem. Develop program activities which are based on an analysis of community needs and demonstrate effective approaches to service delivery.
2. Provide programs, services and other activities designed and linked so as to remove obstacles and develop opportunities for persons and families to become self-sufficient.
3. Serve as a catalyst to leverage a broad range of resources toward unmet community service needs and stimulate the coordination of these resources for maximum impact. Achieve greater participation of local individuals, families and institutions in community affairs.
4. The Corporation shall engage in the development and implementation of such activities and programs as it may deem necessary in order to accomplish its general purposes. The Corporation shall be authorized to engage in any business or transaction deemed necessary, convenient or incidental to carrying out any of its general purposes.
5. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted in accordance with its 501(c) (3) tax exempt status, and other federal and state laws, rules and regulations governing Minnesota nonprofit corporations.

ARTICLE III: Powers and Duties of the Board Members

The business and affairs of the corporation shall be governed by its Board of Directors, which has all of the powers, authority, responsibilities and obligations given the Board of a not-for-profit corporation under the laws of the State of Minnesota. All income and the property of the Corporation must be applied exclusively for its not-for-profit purposes. The enumeration of certain powers herein specified is not intended as exclusive of or as a waiver of any of the powers, rights, or privileges granted or conferred by law currently or hereafter in force.

The corporate powers, duties and responsibilities of the Corporation shall be vested in the Board of Directors as follows:

1. The Board shall participate fully in the activities of the Board and to develop rules and procedures for the Board, which shall be contained in the corporate bylaws, Community Services Block Grant state contracts and regulations, Department of Health & Human Services, Office of Community Services, federal rules and regulations as required by the Administration of Children & Families, Office of Head Start, and other requirements as may be determined by funding sources, grants and contracts.
2. The Board shall select/elect officers of the Board of Directors and the Executive Committee, and shall maintain corporate bylaws for managing board operations.
3. The Board shall determine major personnel, fiscal and organizational policies and procedures for the effective and efficient operation of the Corporation. The Board is charged in fully participating in the planning process, development, evaluation and implementation of Corporation programs. The Board shall provide appropriate financial oversight, and ensure adequate financial systems and internal controls are in place. The Board shall ensure that adequate resources are available for the Corporation to fulfill its mission.
4. The Board shall hire, evaluate and support, and if necessary terminate, the Executive Director; the board shall monitor the Executive Director's implementation of the Corporation's programs, and overall management. A job description for the Executive Director shall be developed and maintained by the Board. The Executive Director shall be the only employee of the Board, and shall operate under the terms and conditions as provided by the Board, and in accordance with the Corporation's personnel policies and procedures. The Board shall vest the authority to manage, direct, supervise and otherwise administer programs and services to the Executive Director and his/her employees/designees.
5. The Board shall enhance the Corporation's public standing and should clearly articulate the mission, accomplishments, and goals to the public to gain support from the community. The Board shall ensure legal and ethical integrity, and maintain accountability to all stakeholders.

ARTICLE IV: Board Composition and Membership

Section 1. Board Size & Tripartite Composition:

The Board shall consist of not less than (15) fifteen and not more than (18) members, and shall be representative of a broad cross section of the community in the counties currently served by the Corporation. The total membership of the Board shall comply with the applicable provisions of federal law of the CSBG Act and state funding requirements and regulations.

Section 2. Public Sector:

One-third and not less than five (5) members shall be elected public officials currently holding office or their designated representatives. Members shall be selected based on the criteria as established by the Board and in accordance with CSBG tripartite requirements:

The Public Sector shall include: a minimum of 2 representatives from Beltrami County, and 2 representatives from Cass County, with additional sector representatives coming from either county.

An elected or appointed public official having a seat on the Board may select a designated representative to serve on his/her behalf. The representative need not be a public official, so long as he/she is entitled to act on behalf of the public official represented with regard to the business of the Board. If the number of elected officials available and willing to serve on the board is less than one third of the membership, the board may use appointed public officials. Documentation of the appointing officials to confirm board members shall be maintained by the Board. Efforts shall be made to ensure Public Sector appointment from each county served, to the extent possible and feasible.

Section 3. Low Income/Consumer Sector:

One-third and not less than five (5) members of the Board shall be representative of the low-income population in the geographic area served. They shall be selected in a democratic selection process, in accordance with the Community Services Block Grant (CSBG) guidelines. The selected representatives must reside in the geographic service area, and must be low-income. The procedure(s) used to select representatives of the Low Income Sector will be documented to demonstrate that a democratic selection process was utilized. Selection processes that may be utilized may include but shall not be limited to:

1. Nominations and elections by income eligible clients being served within programs and services currently operated by the Corporation, with emphasis on the Head Start Policy Council rules and regulations as provided by federal statutes.
2. Selection at meetings, public forums or community gatherings to which community residents, and especially those who are low income, are invited; a democratic selection process shall be utilized and adequate documentation maintained by the Corporation.
3. Selection of representatives by existing organizations whose membership is predominately composed of low income persons or an organization that provides services to low income people.

The Governance Committee will make recommendations from the submitted names to the full board based on an annual assessment of skills and backgrounds needed. Efforts shall be made to ensure Consumer appointment from each county served, to the greatest extent possible and feasible.

Section 4. Private Sector:

One-third and not less than five (5) members of the Board shall represent the private sector as representatives or members of business, industry, labor, religious, private social services, education, significant minority groups, or other major private groups and interests in the community at large, whose mission and/or purpose is compatible with the goals of the Corporation. These groups and interests shall be identified by the Governance Committee and selected by the Board to ensure a continuing and effective mechanism for securing broad and diverse Private Sector involvement.

Criteria for selection in this sector shall be: 1) The group's purpose and philosophy are compatible with this Corporation's mission, goals and objectives; 2) The group will enhance and/or support the needs of the Corporation; and 3) The Governance Committee determines no conflict of interest or impropriety exists. The Private Sector groups that will be asked to submit candidates for representation on the Board shall be notified in writing. Private Sector groups shall use their own methods of selection of their representative candidates for the board, and shall send the Governance Committee documentation confirming the person's selection. The Governance Committee will make recommendations from the submitted names to the full board based on an annual assessment of skills and backgrounds needed. Efforts shall be made to ensure private sector appointments from each county served, to the extent possible and feasible.

Section 5: Additional Board Composition Requirements:

In accordance with Head Start program rules and regulations, at all times the Board shall be composed of the following:

Not less than one (1) member with a background and expertise in fiscal management or accounting.

Not less than one (1) member with a background and expertise in early childhood education and service.

Either one (1) member who is a licensed attorney familiar with issues that come before the Board, or if an attorney is not available to serve as a member of the Board, the Board shall use an attorney as a consultant who shall work directly with the Board. Prior to obtaining a consultant, the Corporation shall document its efforts to secure an attorney as a Board member.

Not less than one (1) individual that is a parent of a child currently or previously enrolled in one of the Corporation's Head Start or Early Head Start programs.

Section 6. Terms of Office and Term Limits:

Terms of service for all members shall be two years, renewable for two additional terms, for a maximum of six years of consecutive service. A person who reaches six consecutive years of service must wait at least one full year before joining the board again in any capacity. All

appointments to the Board shall be in writing, and unless otherwise stated in these bylaws, will become effective upon approval by the Board of Directors at a meeting for which a quorum is present.

Section 7. Resignations and Vacancies:

Any board member may resign from the Board at any time. All resignations shall be submitted in writing to the Chairperson. Any such resignation takes effect at the time specified therein unless determined otherwise by the Board of Directors. The Board will declare a vacancy in cases other than from expiration of a term and require the replacement be selected in the same manner in which the original selection was made.

The Board of Directors or a Board Committee shall be responsible for monitoring the vacancies on the Board, and for maintaining accurate records of Board member participation. Any vacancy that occurs shall remain vacant until filled in accordance with these bylaws.

Section 8. Limitations on Corporate Employment & Board Membership

No member of the Board shall be an employee of the Corporation, or the spouse, child, parent, sibling, relative by blood or marriage of comparable degree, or living in the same household in a committed, romantic relationship with an employee of the Corporation. Board members must resign their membership from the board of directors prior to being given consideration for employment opportunities with the Corporation. There shall be a waiting period of (1) one year before a former board member shall be eligible for employment with the Corporation.

No former employee of the Corporation shall be eligible for membership on the Board for one (1) year after his or her cessation of employment with the Corporation. The Board may waive this one year rule, however, where it is determined by majority vote of the Board that the addition of the former employee would be in the best interests of the Corporation. In making this “best interests” determination, the Board members may consider the following: 1) The former employee’s performance and dedication to the Corporation’s goals, objectives and mission while he or she was employed by the Corporation, 2) Whether the former employee’s new occupation or affiliation will further diversify the composition of the Board, and 3) Whether the former employee’s new occupation or affiliation will potentially provide the Corporation with additional resources to effectuate the Corporation’s goals, objectives, and mission.

Section 9: Removal & Misconduct

Board members who fail to maintain an adequate attendance record or who miss three (3) scheduled board meetings per year will be removed from the Board unless the Board, by a majority vote at a meeting at which a quorum is present, determines there are extenuating circumstances. The Board may remove, by a majority vote of a meeting at which a quorum is present, any member for willful misconduct which shall include but is not limited to: violations of these bylaws or other Corporation policies and procedures, and not acting in the best interest of the Corporation.

Section 10: Petition Procedures:

Any group that believes it is inadequately represented on the Board may petition for adequate representation utilizing the following procedures: A petition bearing the signatures of five (5) persons belonging to the group concerned stating the reasons they are not adequately represented

shall be submitted to the Board. At the next meeting of the Board following the filing of the petition, the Board shall determine the validity of the petition, and vote to determine if representation will be given to the petitioning group. The Board shall notify the group in writing of its decision within (90) ninety days.

ARTICLE V: Officers of the Board

Section 1. Officers of the Board:

The Corporation shall have the following Officers: Chairperson who will serve as President; Vice Chairperson who will serve as Vice-President; Secretary; and Treasurer. Additional Officers may be established, as the Board deems necessary.

Section 2: Annual Meeting & Elections of Officers of the Board:

The Board from among its current membership shall elect the Officers of the Board at its Annual Meeting. The Officers shall be elected to a two year term, renewable once for an additional two year term, and shall not exceed four consecutive years in the same office. The elected positions will be elected at alternating years, with Chair and Secretary being elected in even number years, and Vice Chair and Treasurer being elected in odd years. The Governance Committee will propose a slate of officers. Nominations from the floor may also be made.

The Annual Meeting must be held during the 2nd quarter of each calendar year. Vacancies may be filled at any meeting of the Board. Each officer shall hold office until his or her successor has been duly elected and seated.

If an elected officer steps down, or leaves the board, and a vacancy arises, a current board member may be voted in to take over their position finishing their successor's term limit.

Section 3: Duties and Responsibilities of the Officers of the Board:

1. CHAIRPERSON: The Chairperson shall have the following duties:

- a) Preside over all meetings of the Board,
- b) Sign, with Board of Directors approval, all grants, contracts, bonds or other instruments that require governing board of directors authorization,
- c) Perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board of Directors from time to time,
- d) Serve as an ex-officio member, without the power to vote, on all committees, and
- e) Serve as Chairperson of the Executive Committee.

2. VICE CHAIRPERSON: The Vice Chairperson shall have the following duties:

- a) Perform the duties of the Chairperson in his/her absence or in the event of his/her inability or refusal to act,
- b) S/he shall have all the powers of and be subject to all the restrictions upon the Chairperson when acting as Chairperson, and
- c) Perform such other duties and responsibilities as designated by these bylaws, by the Chairperson or by the Board, and/or by the board of directors.

3. SECRETARY: The Secretary shall have the following duties:

- a) Keep or cause to be kept full minutes of all meetings of the Board of Directors,
- b) Attend the sessions of the Board of Directors, and record all the acts, votes and the minutes of all proceedings in a book or record to be kept for that purpose,
- c) Ensure that all notices are duly given in accordance with the provisions of these bylaws or as required by law, and perform such other duties as may be assigned. The Secretary has the authority to certify true and correct copies of the bylaws, the resolutions of the Board and committees thereof, and other documents of the Corporation.

4. TREASURER: The Treasurer shall have the following duties:

- a) Be responsible for ensuring that financial records of the Corporation are maintained and that regular financial reports including an annual financial report/audit are made to the Board of Directors and any funding agencies of the federal, state or local government.
- b) Sign all required legal financial reports, be a check signatory, ensures the timely response to any outstanding audit issues and that their remedies are undertaken and maintained by appropriate staff.
- c) Oversee financial statements on all programs to the Board at regular and/or special Board meetings.
- d) Serve as Chairperson of the Finance Committee of the Board.
- e) Be required to be bonded for the faithful discharge of his/her duties in such sum and sureties as the Board determines.

ARTICLE VI: BOARD OF DIRECTORS MEETINGS

Section 1: Regular Meetings / Special Meetings:

The Board shall hold monthly meetings. Board meetings shall be open to the public. There will be a minimum of ten meetings per year. In special circumstances, board members may participate by phone.

Special Meetings: The Chairperson may call a special meeting of the full board at his/her discretion, providing adequate written notice, to include the meeting agenda, is given at least five (5) days before such special meeting. In special circumstances the board may conduct a vote by email.

Section 2: Annual Meetings:

The annual meeting of the Board of the Corporation must be held during the 2nd quarter each year at a place and time determined by the Board.

Section 3. Notice:

Notice of meetings and the meeting Agenda must be sent to all board members, to be received at least five (5) days in advance of the meeting. Proper notice of the date, time, and place, to include the meeting agenda and minutes (complete with a record of votes on all motions of the previous meeting), shall be given in writing to each member by hand or via mail at least five (5) days before said meeting.

Unless the items appear on an agenda circulated pursuant to the requirement of these bylaws, the Board may not act upon the issues of: 1) The removal of a member of the Board for cause, 2) The election of officer(s) or members of the Board, 3) The amendment or revision of these bylaws or 4) The hiring or termination of the Executive Director of the Corporation.

Section 4: Executive (Closed) Sessions:

All regular meetings of the Board shall be open to the public, with exceptions noted for Executive Session for confidential Corporation business. Executive sessions shall be conducted in accordance with applicable rules and regulations.

Section 5: Quorum:

The presence of fifty-one percent (51%) of the non-vacant seats on the Board shall constitute a quorum for conducting business at regular and special Board meetings. The Board shall take no vote unless a quorum is present.

Section 6: Voting and Ballots:

Voting at meetings of the Board and its committees shall be in person, or by other methods as may be defined by the Board. Each member of the Board shall be entitled to one vote. Proxy voting is prohibited. The act of the majority of the board members at any meeting at which a quorum is present shall be an act representing the full Board, except in those specific instances in which a greater number may be required by Minnesota Statutes, the Articles of Incorporation, or these bylaws.

Section 7: Board Meeting Minutes

The Board shall keep for each meeting written minutes, which include a record of those board members present, and record of votes on all motions. The minutes of the board meetings shall be available to officers and board members in accordance with the provisions of these bylaws. Minutes of the previous meeting shall be distributed to all members with the notice and agenda of the upcoming meeting.

The Secretary of the Board will maintain minutes summarizing each Board meeting. The Secretary may delegate such preparation to appropriate staff through the Executive Director. The minutes must be reviewed and approved by the Secretary prior to their submission to the Board for approval at the next meeting.

Section 8: Parliamentary Authority

The Parliamentary Procedures of all meetings of this Corporation shall be guided by Robert's Rules of Order, Newly Revised.

ARTICLE VII. COMMITTEES OF THE BOARD OF DIRECTORS

Section 1: Committee Membership, Appointments and Vacancies:

Each committee shall have written duties and responsibilities, and conduct meetings consistent with these bylaws or with rules adopted by the Board. Unless duly authorized by these bylaws, Board committees may not act on behalf of the Corporation, or bind it to any action, but shall make recommendations to the Board or to the Executive Committee of the Corporation. Committees may be created or dissolved by a two-thirds majority of the Board members present at a Board meeting at which a quorum is present.

Section 2: Executive Committee:

The Executive Committee shall consist of the Chairperson, Vice Chairperson, Secretary, Treasurer and additional members if determined by the Board. The Executive Committee is authorized to transact routine and ordinary business between meetings of the Board. Additional duties of the Executive Committee shall include, but shall not be limited to:

- 1) Transaction of urgent business in a timely manner, which will be taken to the full Board for its ratification and/or adoption at the next regularly scheduled board meeting,
- 2) Developing and maintaining organizational structure and operating procedures of the Board and committees,
- 3) Consulting legal counsel on matters requiring interpretation of legal or quasi-legal documents or which may involve litigation,
- 4) Ensuring compliance with these bylaws and all requirements of funding agencies and governmental entities,
- 5) Serving as support to the Executive Director in his/her efforts to manage the Corporation, and

- 6) Other responsibilities as authorized by the full Board of Directors for conducting Corporation business.

Section 3: Finance Committee:

The Finance Committee shall consist of the Treasurer and at least one representative from each sector appointed by the Chairperson. The Treasurer shall chair the Committee, and the Finance Committee shall have the following responsibilities:

- 1) Be knowledgeable of federal, state or local guidelines relative to the financial management of the Corporation;
- 2) Review the budgeting process and monthly budget status and financial reports prepared under the direction of the Executive Director and/or his/her employees,
- 3) Assist, when and where applicable, in fundraising and securing alternate sources of funding for Corporation programs and services,
- 4) Recommend to the Board a Certified Public Accountant to perform the annual audit(s) and review the annual audits and assess any audit exceptions and/or findings and report said information to the full Board,
- 5) Consult with the Executive Director with regard to appropriate operation and control of accounting and reporting systems, fiscal policies and procedures, including signers of checks and documents.

Section 4. Governance Committee:

The Governance Committee shall have the following duties and responsibilities:

- 1) Advise the Board on matters related to Board membership, including nominations, recommendations, and selection(s) of Board members to the full Board;
- 2) Create a recruitment and screening process for the selection of board members, including oversight of the consumer/low income democratic selection process;
- 3) Work with the Executive Director and/or designated staff in orientation for new board members and board member training;
- 4) Maintain a pool of potential board members, monitor vacancies and term limits of the Board, and make appropriate recommendations as deemed necessary, and
- 5) Make recommendations for revisions to the Corporation's bylaws as deemed necessary, and not less than every two fiscal years.

Section 5. Program Planning and Evaluation Committee:

The Planning & Evaluation Committee shall have the following duties and responsibilities:

- 1) Work with the Executive Director and designated staff to develop, expand, and otherwise oversee all programs and services, community needs assessments and other activities as may be required for compliance with CSBG organizational standards, including agency-wide planning calendar,
- 2) Advise the Board on strategic planning and other program matters of the Corporation,
- 3) Review, evaluate and monitor all programs through consultation with the Executive Director and designated staff to ensure grants and contracts compliance,
- 4) Conduct all program evaluations and reviews as may be required by funding sources,
- 5) Conduct annual review and risk assessment of facilities, with full costs and benefits of properties leased, owned, or rented by Bi-CAP, and
- 6) Serve as CHDO board for the oversight and tenant selection of Bi-CAP's MURL homes.

Section 6. Fundraising and Development Committee:

The Fundraising and Development Committee shall be responsible for:

- 1) Working in conjunction with the Executive Director to develop partnerships with the business community and other appropriate organizations, to explore and formulate ideas, events and strategies to generate additional/unrestricted revenues,
- 2) Increasing public awareness of services, program activities and events of BICAP, Inc.

Section 7. Personnel Committee:

The Personnel Committee shall be responsible for:

- 1) Participation in the development of personnel policies and procedures to govern Corporation employees, and ensure compliance with federal and State EEO regulations. Additional duties shall including the following:
 - a. Review Personnel Manual;
 - b. Review job classification to determine and ensure compliance with state and federal credential and licensing requirements for job classes;
 - c. Development of a wage and salary schedule for guidelines to be used by the Executive Director in the hiring and compensation of employees;
 - d. Periodically review and/or recommend approval to the Board all human resources benefits, career development plans and major staff program changes recommended by the Executive Director
- 2) In conjunction with the Executive Director, review and approve recommendations for the hiring of managers and senior directors as provided in the Head Start regulations.
- 3) The Personnel Committee shall conduct hearings on employee, client, and community grievances in accordance with the grievance procedures defined in the personnel

policies and procedures. The Committee shall define a fair and objective hearing process, including date, time, place, and review of relevant documents and witness(s), with a focus on due process of law and EEO regulations.

- 4) Design and conduct the annual evaluation of the Executive Director.
- 5) Work with Executive Director to create and implement a plan to ensure Bi-CAP is able to recruit and maintain a diverse workforce.
- 6) Review employee exit interviews at least annually.

ARTICLE VIII: Fiduciary Responsibilities and Recordkeeping

Section 1: Fiscal Year:

The fiscal year of the Corporation shall be the twelve (12) month period beginning October 1 and ending September 30 of the following year.

Section 2: Contracts:

The Board may authorize any officer(s) of the Corporation, consistent with these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

Section 3: Checks, Drafts & Recordkeeping:

All checks, drafts, or other instruments for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by officers or agents of the Corporation in a manner determined by fiscal policies and procedures.

The Corporation shall keep correct and complete books and records of accounts, and minutes of the proceedings of Corporation Board meetings, standing committees and ad hoc committee meetings. The Corporation shall keep an accurate record of the names, addresses, telephone numbers, email addresses, terms of office and date of term(s), appointments or selections of all officers and board members, and shall maintain these records in the Registered and principle office of the Corporation. Officers and directors of the Corporation shall have such access to books and records as may be required by law and as may be set forth by the Board of Directors.

The Executive Director and the Board Chairperson shall be authorized to enter into contracts and to execute and deliver any instrument in the name of and on behalf of the Agency. Such authority may be general or confined to specific instances or transaction according to fiscal policies and procedures adopted by the Board.

Section 4. Funds and Investments:

All funds of the Agency must be periodically deposited to the credit of the Agency in such banks, trust companies, savings and loan associations or otherwise invested in real or personal property, including, without limitation, money market funds, instruments, securities, mutual funds, or other forms of investment, as the Board of Directors may select.

Section 5: Audits:

There shall be an annual Corporation-wide audit of the Corporation's financial records; said audit shall be submitted to all funding sources in accordance with federal and state rules and regulations. The audit shall be performed by an independent Certified Public Accountant, selected in accordance with these bylaws.

Section 6: Board Member Liability & Corporate Indemnification:

The Board shall be covered by Officers and Directors Liability Insurance, maintained and paid by the Corporation. The Corporation shall indemnify any person who is a party or threatened to be made a party to any lawsuit or proceeding, whether civil, criminal, administrative, or investigative. Corporation indemnification shall be in accordance with nonprofit laws under the State of Minnesota.

In the event that legal or administrative proceedings are commenced against a Director or Officer of the Corporation who is serving without compensation for acts or omissions committed within the scope of his/ her authority or responsibilities conferred by the Corporation – and such acts or omissions do not involve intentional, willful, or wanton conduct – the Corporation agrees to indemnify and hold harmless that Director or Officer against any civil claim or claims, and for any expense incident thereto, including court costs and legal fees.

Before the Corporation shall be obligated to indemnify and hold harmless the affected Director or Officer, however, the Director or Officer shall agree in writing to fully cooperate with the Corporation and make himself or herself available at all reasonable times to assist the Corporation in the defense of the particular judicial or administrative proceeding. For purposes of this indemnification provision, “willful or wanton” conduct is defined as a course of action which shows an actual or deliberate intention to cause harm or, although unintentional, shows an utter indifference to or conscious disregard for the safety of others or their property.

ARTICLE IX: Repeal or Amendment of Bylaws

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a (2/3) two-thirds majority vote of the Board members present at a regular meeting at which a quorum is present. At least (10) ten days written notice must be given to each member of the Board, and the notice shall include the intent to alter, amend, repeal or to adopt new bylaws, and shall include a statement of the recommended changes.

ARTICLE X: Dissolution of the Corporation

The Corporation may be dissolved at any time in the manner provided by the laws of the State of Minnesota. If the Corporation is dissolved voluntarily, the plan of distribution for the assets shall provide that: (1) all liabilities and obligations of the Corporation shall be paid, satisfied, and discharged or adequate provisions should be made therefore; (2) assets held by the Corporation requiring return, transfer, or conveyance, which conditions occurs by the reason of the dissolution,

shall be returned, transferred, or conveyed in accordance with the governing grants under §204 and §205 of the Economic Opportunity Act of 1964, and subsequent amendments thereto as well as such other governing sections as may apply to existing or future grants. Further, any remaining funds not required to be returned to the State or Federal Government, local government, or agencies of any such governments, shall be distributed to a corporation or corporations operating exclusively for charitable or educational purposes, which said corporation or corporations qualify as exempt organizations under the provisions of the Internal Revenue Code.