

BYLAWS OF GiveMN

ARTICLE I. BOARD OF DIRECTORS

Section 1.01 General Powers. The Board of Directors (Board) shall manage the property and affairs of the organization to carry out the purposes of the organization stated in the Articles of Incorporation.

Section 1.02 Board Size. The Board must consist of not less than three (3) nor more than twenty (20) persons. Directors are elected by majority vote of all Directors present at a meeting held for the purpose of such election.

Section 1.03 Qualifications. Directors shall be of legal age, but need not be residents of Minnesota.

Section 1.04 Organization. The Chair shall preside at all meetings of the Board. The Vice Chair, in the absence of the Chair, performs the duties assigned to the Chair until such time as the Chair is present. The Secretary shall act as secretary at each meeting, but may delegate those duties to another person.

Section 1.05 Election and Tenure of Directors. Each Director shall be elected for a term of three calendar years, beginning on the first day of the fiscal year. No Director may serve a period of more than three consecutive three-year terms, and no Director may, after completion of three consecutive three-year terms, serve again within a period of one year. Notwithstanding the preceding provisions, the term of a Director may be extended by majority vote from the Board for a year after the Director's term has expired. Each Director shall hold office for the term which they were elected.

Section 1.06 Compensation of Board Members. The members of the Board shall not be paid any compensation for their services as Directors.

Section 1.07 Removal of Board Members. Any Director may be removed, with or without cause, at any time by an affirmative vote of a majority of the Directors then in office. Any person proposed to be removed is entitled to at least five (5) days written notice of the meeting at which the removal is to be voted upon and may appear before and be heard at the meeting.

Section 1.08 Resignation of Board Member. Any Director may resign at any time by delivering a written resignation to the Chair or to the Secretary of the organization. The resignation of any Director shall take effect at the time, if any, specified therein, or if no time is specified therein, immediately upon receipt thereof by the officer of this organization to whom it is given; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 1.09 Board Vacancies. Any vacancy occurring on the Board shall be filled by a majority of the Directors then in office. After completion of this term the individual has the option to begin a new, additional term not to exceed the consecutive term limits.

ARTICLE II. **MEETINGS**

Section 2.01 Annual Meetings. The annual meeting of the Board shall be held each year for the purpose of electing the officers of this organization and for the transaction of such other business as shall come before the meeting. Notice of such meeting shall be given as provided in Section 2.05 hereof, unless excused in accordance with Section 2.06 hereof.

Section 2.02 Regular Meetings. Regular meetings of the Board may be held from time to time at such time and place as the Board may determine by resolution; however the Board may delegate to the Chair the power to set the meeting dates and times.

Section 2.03 Special Meetings. Special meetings of the Board may be called by the Chair or the Executive Director, and must be called by the Executive Director on the written

request of not less than two (2) Directors. A meeting called at the request of the Directors shall be held not less than five (5) days nor more than ten (10) days after the Executive Director receives the Directors' written request that it be held if notice is given by mail. The meeting shall be held not less than 24 hours later if notice is given in person or by telephone. Should the Executive Director fail, within two days after the date on which the Directors' written request is received, to call a special meeting by giving or causing to be given notice thereof, the Directors requesting that the meeting be held may fix the time and place of the meeting and give notice thereof in the manner specified in Section 2.05 hereof. Business at a special meeting shall be limited to the specified call of the meeting.

Section 2.04 Place of Meeting. Meetings shall be held at any place within or without the State of Minnesota designated by the Board, and in the absence of such designation shall be held at the registered office of the organization. The Board may delegate to its Chair the power to designate the place of meetings.

Section 2.05 Notice of Meetings. Written notice of every annual, regular and every special meeting of the Board shall be delivered, mailed, faxed, or sent by means of electronic communications, to each Director, addressed to them at their residence or usual place of business, at least five (5) days and no more than forty (40) days before the day on which the meeting is to be held, or be delivered to them personally or by telephone, not later than 24 hours before the meeting is to be held. Each such notice shall state the time and place of the meeting, but need not state the purposes thereof except as otherwise expressly required by the laws of the State of Minnesota, the Articles of Incorporation, or these Bylaws.

Section 2.06 Notices Excused. Notice of any meeting of the Board need not be given to any Director who shall be present at 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 of this organization then in office shall be present at the meeting in person or by means of remote communication, or waive such notice in writing before, at, or after such meeting. Appearance at a meeting is deemed a waiver unless it is solely for the purpose of asserting the illegality of the meeting.

Section 2.07 Quorum. Except as otherwise provided by statute or by these Bylaws, a majority of the Board is necessary and sufficient to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the Board members present is the act of the Board. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting without further notice.

Section 2.08 Voting. Each Board member shall have one vote. There shall be no cumulative voting. Directors may vote by voice or by ballot.

Section 2.09 Action Without a Meeting. Any action that may be taken at a meeting of the Board, the Executive Committee, if one be constituted, or any other committee designated by

the Board, may be taken without a meeting if the Organization mails or electronically delivers a ballot to every Director entitled to vote on the action. The ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by ballot is valid only if the number of votes cast by ballot equals or exceeds the number of votes that would be required to approve the action at a meeting.

Section 2.10 Electronic Conference Meetings. A conference among Directors or among members of any committee designated by the Board, by any means of communication through which the participants may simultaneously hear each other during the conference, constitutes a meeting of the Board or the committee if the same notice is given of the conference as would be required for a meeting and if the number of persons participating in the conference would be sufficient to constitute a quorum at the meeting. Participation in a meeting by this means constitutes personal presence at the meeting.

Section 2.11 Electronic Records, Signatures, and Communications. Electronic records, electronic signatures, and authenticated electronic communications have legal effect and shall satisfy written record and signature requirements necessary for valid records and contracts. Electronic records are records that are created, generated, sent, communicated, received or stored by technology having electrical, digital, magnetic, wireless, optical, electromagnetic, or similar capabilities. Valid electronic signatures are those signatures that are expressed through an electronic sound, symbol, or process attached to or logically associated with a record and executed or adopted by a person with intent to sign the record. Authenticated electronic communications are those communications that set forth information from which the organization can reasonably conclude that the communications was sent by the purported sender and are delivered to the principal place of business of the organization, or to an officer or agent of the organization who is authorized by the organization to receive the communication.

ARTICLE III. **OFFICERS**

Section 3.01 Number. The officers of the organization shall be a Chair, a Vice Chair, Secretary, and a Treasurer, and such other officers as may be determined by the Board. A person may hold more than one office at the same time.

Section 3.02 Election, Term of Office, and Qualifications. The officers shall be elected by a majority vote of all Directors. The Chair and Vice-Chair must be Directors of the organization. Any officer so elected shall hold office until the annual meeting of the Board in the next calendar year and until the appointment and qualification of their successor, except in cases of resignation or removal.

Section 3.03 Resignation. Any officer may resign at any time by giving written notice to the Board or the Executive Director or to the Secretary of this organization. The resignation of

any officer shall take effect at the time, if any specified therein, or if no time is specified therein, immediately upon receipt thereof by the officer of this organization to whom it is given; and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 3.04 Removal. Any officer may be removed, either with or without cause by majority vote of the Board, at any annual or special meeting called for that purpose, and such purpose shall be stated in the notice or waiver of notice of such meeting unless all the Directors of the organization shall be present at such meeting.

Section 3.05 Vacancies. A vacancy in any office shall be filled for the unexpired term by majority vote of the Board, and the officer so elected shall hold office and serve until the next annual meeting of the Board.

Section 3.06 Chair. The Chair shall preside at all meetings of the Board, and shall have and exercise general charge and supervision over the affairs of the organization; shall do and perform such other duties as may be assigned by the Board.

Section 3.07 Vice Chair. In the event of the absence or disability of the Chair, the Vice Chair shall succeed to the powers and duties of the Chair. The Vice Chair shall perform such other duties as may be assigned by the Board.

Section 3.08 Secretary. The Secretary shall be responsible for the maintenance of books, documents, and papers required in the management and operation of the Board and shall in general perform all the duties incident to the office of secretary, subject to the control of the Board, and shall do and perform such other duties as may be assigned by the Board.

Section 3.09 Treasurer. The Treasurer shall be responsible for all funds and property of the organization and shall in general perform all the duties incident to the office of treasurer, subject to the control of the Board, and shall do and perform such other duties as may be assigned by the Board.

Section 3.10 Other Officers, Agents, and Representatives. The organization may have such other officers, agents, and employees as may be deemed necessary by the Board. Such other officers, agents, and employees shall be appointed in such manner, have such duties, and hold their offices for such terms as may be designated by resolution of the Board.

Section 3.11 Bond. The Board of this organization shall from time to time determine which, if any, officers, agents and/or employees of this organization shall be bonded and the amount of each bond.

ARTICLE IV.

COMMITTEES

Section 4.01 Appointment. The Board may appoint committees as necessary. Committee membership is not limited to Directors unless specified in the committee description provided, however, that at least one member of the committee be a Director. Committees shall have the powers, duties, and responsibilities and shall be organized and function as specified in their appointment. Acts of committees are subject to overall direction and control by the Board.

Section 4.02 Executive Committee. The Board may designate up to seven (7) of its Directors to constitute an Executive Committee. Only persons who are Directors shall be eligible for appointment to the Executive Committee, but the Executive Director may attend meetings of the Executive Committee. When a member of the Executive Committee ceases to be a Director, such person shall automatically cease to be a member of the Executive Committee.

Section 4.03 Powers of the Executive Committee. The Executive Committee shall at all times be subject to the control and direction of the Board. The Executive Committee shall have all the powers and authority of the Board in the management of the business of the organization in the interval between meetings of the Board, except the Executive Committee shall have no authority:

- (1) to elect Directors;
- (2) to elect officers;
- (3) to amend the Articles of Incorporation or Bylaws; or
- (4) to act with respect to any other matters specifically reserved by the Board for itself.

Section 4.04 Meetings of the Executive Committee. If an Executive Committee is established, it shall hold such regular or other periodic meetings, at such times and places, and upon such notice, if any, as may from time to time be fixed by resolution adopted by a majority of the members of the Executive Committee. In addition, special meetings of the Executive Committee shall be held whenever called by the Executive Director or by one other member of the Executive Committee, upon the same notice as provided for in Section 2.05 hereof, unless excused in accordance with Section 2.06 hereof.

Section 4.05 Quorum. A majority of the total number of members of the Executive Committee (but not less than two) shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the members of the Executive Committee present at any meeting at which a quorum is present shall be the act of the Executive Committee.

ARTICLE V.
FINANCIAL MANAGEMENT

Section 5.01 Books and Records. The Board of this organization shall cause to be kept:

- (1) records of all proceedings of the Board and the Executive Committee, if any; and
- (2) such other records and books of account as shall be necessary and appropriate to the conduct of the corporate business.

Section 5.02 Documents Kept at Registered Office. The Board shall cause to be kept at the registered office of this organization originals or copies of:

- (1) records of all proceedings of the Board and the Executive Committee, if any; and
- (2) all financial statements and tax returns of this organization; and
- (3) the Articles of Incorporation and Bylaws of this organization, and all amendments and restatements thereof.

Section 5.03 Contracts. The Board may authorize any officer or officers, agent or agents of the organization to enter into any contract or to execute and deliver any instrument in the name of or on behalf of the organization. This authority may be general or confined to specific instances.

Section 5.04 Checks, Drafts, etc. All checks, drafts, or orders for payment of money, notes or other evidences of indebtedness issued in the name of the organization, must be signed by the officer or officers, agent or agents of the organization, and in the manner specified by the Board. In the absence of a determination by the Board, the instruments must be signed by the Treasurer or the Executive Director.

Section 5.05 Fiscal Year. The fiscal year of the organization shall be as determined from time to time by the Board; provided, however, that until such time as the Board may otherwise direct, the organization's fiscal year shall commence on the first of July of each year and end on the thirtieth of June.

Section 5.06 Accounting System. The Board shall establish and maintain, in accordance with generally accepted accounting principles applied on a consistent basis, an appropriate accounting system for the organization. The Board may cause the books and records of the organization to be audited at such times as it determines reasonable and proper, and may

retain such person or firm for such purposes, as it may deem appropriate.

Section 5.07 Authority to Borrow, Encumber Assets. No Director, officer, agent, or employee of this organization shall have the power or authority to borrow on its behalf, to pledge its credit, or to mortgage or pledge its property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board. The authority may be given by the Board for any of the above purposes and may be general or limited to specific instances.

ARTICLE VI. INDEMNIFICATION

Section 6.01 General. The organization shall indemnify its officers, Directors, committee members, employees, and agents in the manner set forth in Minnesota Statutes Section 317A.521 (or successor provision), provided the organization has made such determination or determinations, if any, as it may reasonably require to establish that the standards set forth in Minnesota Statutes Section 317A.521, subd. 2, have been met. In addition, the organization may, in the sole discretion of its Board, indemnify such persons or any other person under such circumstances or different circumstances as the Board shall deem appropriate as long as the Board reasonably believes such indemnification to be in the best interests of the organization.

Section 6.02 Rights Not Exclusive. The indemnification provided by this article shall continue as to a person who has ceased to be a Director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. Nothing contained in this article shall affect any rights to indemnification to which the organization's personnel, other than Directors and officers, may be entitled by contract or otherwise under law.

Section 6.03 Insurance. The organization may buy and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the organization or who is or was serving at the request of the organization as a Director, officer, employee, or agent of another organization, partnership, joint venture, trust, or other enterprise against any liability asserted against them and incurred by them in any such capacity.

Section 6.04 Standard of Conduct. Each Director and officer shall discharge their duties as a Director or officer in good faith in a manner which the Director or officer reasonably believes to be in the best interests of the organization and with the care an ordinary prudent person in a like position would exercise under similar circumstances.

Article VII.
STANDARD OF CARE AND CONFLICTS OF INTEREST

Section 7.01. Standard of Care. It is the responsibility of each Director to discharge their duties as a Director in good faith, in a manner the Director reasonably believes to be in the best interests of this organization, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 7.02. Conflicts of Interest. The organization shall adopt and abide by its Conflict of Interest Policy.

ARTICLE VIII.
VOTE STOCK OF ANOTHER ORGANIZATION

Unless otherwise ordered by the Board, the Executive Director may vote on behalf of the organization, either in person or by proxy, at any meeting of the stockholders or any organization in which this organization may hold stock, and at the meeting may exercise all of the rights and powers incident to the ownership of the stock which, as the stock's owner, this organization might have exercised if present. The Board may confer like powers upon any other person and may revoke any powers granted under this Article VII.

ARTICLE XI.
SEAL

This organization shall have no seal.

ARTICLE IX.
AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS

The Bylaws may be amended from time to time by a two-thirds majority of the Directors then in office.

CERTIFICATE

The undersigned **DOES HEREBY CERTIFY** that:

1. I am the duly elected and acting Secretary of GiveMN, a Minnesota non-profit corporation; and

2. The foregoing Bylaws, consisting of 9 pages, constitute the Bylaws of the corporation as duly adopted by written action of the Directors, effective as of.

IN WITNESS WHEREOF, I have hereunto subscribed my name as of the

/s/
, Secretary

Last Update: December 9, 2021