

BY-LAWS OF EVERGREEN YOUTH & FAMILY SERVICES, INC., BEMIDJI, MINN.

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ARTICLE I

PURPOSE/OFFICES

Section 1. The purpose of the corporation is to strengthen youth and preserve families with emphasis on those living in northern Minnesota.

Section 2. An office of the corporation shall be located in the City of Bemidji, County of Beltrami, State of Minnesota.

ARTICLE II

BOARD OF DIRECTORS

Section 1. The Board of Directors shall manage the affairs of the corporation subject to the Articles of Incorporation and the By-laws which includes establishing the operating policies of the corporation, hiring and supervising the Executive Director, overseeing the fiscal affairs of the corporation, and hearing grievances raised within the context of the personnel and client rights policies established by the Board.

Section 2. Membership of the Board of Directors shall strive to consist of individuals from the following groups: Business, religion, social services, education, youth serving programs, law enforcement, parents, former clients who are at least 21 years of age, legal, representatives of government, finance, and the general community.

Section 3. Candidates for the Board of Directors will complete an application form. The application form will be returned to the Executive Director, who will forward copies of the completed applications to the nominating committee. In addition, the name(s) shall be placed on the next meeting agenda for discussion and evaluation. The nomination(s) will then be added on the following regular Board of Directors meeting agenda for a vote to approve board membership. The Executive Director shall notify the candidate(s) of the results. Successful candidates will then be provided with necessary materials, placed on the Board roster, and be provided a Board Orientation under the direction of the Executive Director.

Section 4.

The Board shall consist of a minimum of ten (10) members and not more than nine (15) members at any given time.

Section 5. A. Members shall be entitled to one (1) vote on all matters submitted to the Board of Directors or its committees.
 B. The Executive Director shall not be a member of the Board of Directors but shall be present at Board meetings.

Section 6. Members shall be nominated by Board of Directors at the annual meeting and elected by a majority vote of board members present.

Section 7. When a Board member resigns, prior to the completion of a term, a new member shall be nominated and elected to fill the remainder of the term.

Section 8. No compensation will be paid to any member of the Board of Directors for services as a member of the Board. Reasonable expenses incurred by Directors in carrying out their assigned duties may be eligible for reimbursement.

Section 9. A Director shall discharge the duties of their position in good faith and in a manner reasonably believed to be in the best interest of the corporation. Individual Directors have no authority except that which is delegated by the Board. Board members will conduct themselves in an ethical and respectful manner making proper use of authority. Directors are expected to act within the framework established by the Mission Statement, Articles of Incorporation, By-laws, agency operating policies, and state and federal laws.

Section 10. No Director or Officer of the Board or members of their families may, in association with the corporation, use its name, business accounts, equipment services or other considerations for their personal use or consumption. Nor may any Director or Officer of the Board or any member of their immediate families be a paid employee.

Section 11. A Director who so performs those duties is not civilly liable for any act or omission. The organization or agent thereof is not liable, if the person's act or omission was in

good faith, was within the scope of the person's responsibilities, and did not constitute willful or reckless misconduct.

- A. Directors are individually liable for omissions of breach of fiduciary duties or contractual obligations, or physical injury or wrongful death to the person of another that is personally and directly caused by the negligence of the individual Director.

Section 12. A contract or action approved by the Board of Directors, which is fair and reasonable at the time of the authorization, may not be void because a conflict of interest exists.

ARTICLE III

ANNUAL

MEETING

Section 1. An annual meeting of the members shall be held for the purpose of nominating and electing members and officers of the Board of Directors, review of accomplishments, and establish agency goals, and priorities for the coming year. A quorum must be present.

- A. Voting shall be by secret or verbal vote.
- B. Members and officers shall be elected by a majority of members present.
- C. Election of members and/or officers shall be singular or by slate.
- D. The Chairperson shall officiate over election proceedings.
- E. Voting by proxy, by absentee ballot, or cumulative voting may be allowed where possible so long as response represents a quorum.

ARTICLE IV

OFFICERS

Section 1. The Officers of the corporation shall be three board members, including one (1) Chairperson, one (1) Vice-Chairperson, one (1) Secretary/Treasurer, and two non-board members, including one (1) Executive Director, and one (1) Finance/Operations Director.

Section 2. An Officer may be removed by a majority vote of the Board of Directors for failure to fulfill their duties as set forth in these By-laws.

Section 3. Any vacancy in an office may be filled by the Board of Directors for the unexpired portion of the term.

Section 4. Duties of the Chairperson.

The Chair shall be the chief presiding officer of the Board of Directors. The Chair shall also perform such other duties as may be assigned by the Board of Directors from time to time. The

Executive Director shall not serve as Chair of the Board.

- A. The Chairperson shall have the authority to sign checks related to payroll and other business expenses of the corporation.
- B. The Chairperson shall have access to the agency's Safety Deposit Box according to the terms of the Bank Resolution approved by the agency Board of Directors.

Section 5. Duties of the Vice-Chairperson.

- A. The Vice Chair shall have such power and perform such duties as may be assigned by the Board of Directors or the Chair from time to time. If the Chair is absent or disabled, the Vice Chair shall perform the duties of the Chair. If the office of Chair is vacant, the Vice Chair shall serve as the acting Chair until the vacancy is filled.
- B. The Vice-Chairperson shall have the authority to sign checks related to payroll and other business expenses of the corporation.
- C. The Vice-Chair shall have access to the agency's Safety Deposit Box according to the terms of the Bank Resolution approved by the agency Board.

Section 6. Duties of the Secretary/Treasurer.

- A. The Secretary/Treasurer will ensure that all records, correspondence, and papers relating to the business of the corporation are properly maintained.
- B. The Secretary/Treasurer shall monitor and is responsible for fiscal oversight, fiscal transactions and the adherence to the fiscal policies of the corporation set by the Board of Directors.
- C. The Secretary/Treasurer shall present, or cause to be presented, to the Board of Directors at regular board meetings a monthly and year-to-date report on the fiscal transactions since the previous monthly report.
- D. The Secretary/Treasurer shall have the authority to sign checks related to payroll and other business expenses of the corporation.
- E. The Secretary/Treasurer shall have access to the agency's Safety Deposit Box according to the terms of the Bank Resolution approved by the agency Board.

Section 7. The Executive Director is a full-time paid staff member and not a member of the Board of Directors. As an agent of the Board of Directors and officer of the Corporation, the Executive Director has the authority to execute contracts and funding agreements, sign checks related to payroll and other business expenses of the organization, authorize Electronic Fund Transfers, access the agency's safe deposit box, and sign other legal documents, as authorized by the Board of Directors.

Section 8. The Finance/Operations Director is a full-time paid staff member and not a member

of the Board of Directors. As an officer of the Corporation, the Finance/Operations Director has the authority to access electronic banking information, transfer funds between agency accounts with the Executive Director's approval, and access the agency's safe deposit box.

Section 9. Any Officer of the corporation, in addition to the powers conferred upon her/him by the By-laws will have such additional powers and perform such additional duties as may be prescribed from time to time by the Board.

ARTICLE V

TERMS OF

OFFICE

Section 1. Officers and Directors shall take office after the annual meeting in which they were elected, or, if elected after the annual meeting, as soon as elected. Officers hired as staff of the organization shall begin their duties according to the date in their hiring letter.

Section 2. Directors of the Board shall serve for a period of two (2) years from the time of their installation, with a maximum of three (3) consecutive terms except after an absence from the Board of Directors of at least one year. Former members who wish to continue service, will be invited back at the next opening following their one (1) year off the board. If a Director is unable to complete the three-year term, the newly elected director's term will complete the remainder of the departing director's term. Term length shall be identified at the time a Director is invited to serve on the Board and also at the time the Director is elected to the Board.

Section 3. Officers of the Board (Chair, Vice chair, Secretary/Treasurer and Past Chair) shall serve a two (2)-year term from the time of officer installation. The intention of these Bylaws is that the chairs serve one term/two-year, moving from Vice Chair to Chair and then to Past Chair; eventually maintaining their status as general board members and retaining and/or renewing their membership term. Thus, the general board membership has a periodic rotational opportunity to serve and learn as Officers of Evergreen.

If an Officer is unable to complete the two (2)-year term, the newly elected (replacement) Officer would serve the remainder of the term. Term length shall be identified at the time an Officer is invited to serve.

Section 4. The immediate past chair serves for one additional year as a member of the Executive Committee for transition assistance and continuity.

Section 5. Officers may be eligible, when circumstances require it, for the same position for consecutive terms so long as they are re-elected to the position after their current term expires.

Section 6. A Director may be suspended or removed by a majority vote of the Board of Directors present at the meeting where the decision is made, for (3) consecutive unexcused absences or for violations of Article II.

Section 7.

- A. Directors being considered for removal or suspension shall be notified seven (7) days prior to the meeting in which the action will be considered.
- B. The removal or suspension of a Director is effective at the date of notice issued by the Board of Directors.

Section 8. Directors may request leaves of absence on approval of a majority vote of the Board members present at the meeting. Directors receiving leaves of absence will not be counted in a quorum, have any voting privileges, or otherwise have any authority of a Board member as outlined in these By-laws

ARTICLE VI

COMMITTEES

Section 1. Standing Committees of the Board shall include: Executive, Program, Finance, Nominating, Sustainability and Personnel. The Program, Finance, Personnel, and Sustainability Committees shall meet at least three times per year. The Executive and Nominating Committees shall meet as needed.

Section 2. The Board of Directors shall appoint additional committees or change standing committees as needed. The Chair may recommend additional committees they deem necessary during their term, which needs to be approved by a majority vote of the board.

Section 3. Procedures and standards of conduct outlined in these By-laws apply to committees and committee members to the same extent as they apply to the Board of Directors.

Section 4. Committee chairs shall develop agendas for committee meetings in cooperation with the Executive Director. Minutes of committee meetings must be made available to committee members and to the full Board of Directors.

Section 5. Committees at all times are subject to the direction and control of the Board of Directors.

ARTICLE VII

MEETINGS

Section 1. Regular meetings of the Board of Directors shall be held at least six (6) times per year.

Section 2. Additional meetings may be called by the Chairperson, other Officer, or four (4) Directors.

Section 3. A quorum exists when 50% or more of the voting board members are present. Once established, a quorum remains in effect for the full duration of the meeting.

Section 4. All members of the general public may attend any open meetings of the Board of Directors, but have no voting privileges.

Section 5. Special meetings of the members may be called by the Chairperson, the Board of Directors, or by not less than 50% of the voting board members.

Section 6. The Board of Directors may designate any place within the County of Beltrami, State of Minnesota as the place of meeting for the annual, regular, or special meetings called by the Board of Directors.

Section 7. Written or printed notice stating the place, day and hour, and purpose of any meeting of the members shall be delivered, either personally or by U.S. or electronic mail, to each member entitled to vote at such meeting, not less than five (5) days before the date of such meeting, by or at the direction of the Chair, or the Secretary or Officers or members calling the meeting. In case of a special meeting, or when required by statute or by these By-laws, such notice shall be deemed to be delivered when delivered by electronic mail or when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the corporation, with postage thereon prepaid.

Section 8. Board members will cast votes verbally and/or electronically during meetings, unless a paper ballot is requested.

Section 9. Electronic voting may be requested for special decisions that need to be made in between regularly scheduled board meetings. Electronic votes on issues shall be accepted for the board and committees and should be sent to the Executive Director and copied to all board or committee members as appropriate. Five business days' notice must be given for electronic votes. A quorum of the board of directors must respond to the electronic vote and documentation shall be maintained in the official Board file of meetings minutes and decisions.

Section 10. Board decisions shall be approved or denied based on a majority vote. Making a motion or providing a second, does not constitute a vote on the issue. Board members must vote separately on the motion or indicate in making the motion or providing a second that they also vote in favor of or against the motion.

Section 11. When practical, the Board shall use Roberts Rules of Order as a guideline. Roberts Rules of Order may be dispensed with for a particular decision or meeting upon a majority vote of the board. All Board members shall receive a copy of Roberts Rules of Order when they join the board and upon request.

ARTICLE VIII - AMENDMENTS

Section 1. These By-laws may be altered, amended or repealed and new By-laws adopted at any regular or special meeting of the Board of Directors at which a quorum is present and by a majority vote of those Directors present and voting.

Section 2. Written or printed notice stating the place, day and hour, and purpose of the meeting to alter, amend or repeal the By-laws shall be delivered, either personally, by U.S. mail, or by electronic mail not less than ten (10) business days before the date of such meeting to each member entitled to vote at the meeting.

Such notice shall be deemed to be delivered when sent by electronic mail or deposited in the

United States mail addressed to the member at her/his address as it appears on the records of the corporation, with postage thereon prepaid.

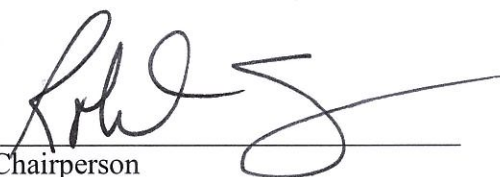
**ARTICLE IX –
IMPLEMENTATION**

Section 1. The time for commencement of these By-laws shall be from the time of their adoption by the Board of Directors. The foregoing By-laws were proposed to the Board of Directors of the Corporation with proper notice of the meeting provided to Directors and including a copy of the proposed By-laws changes. The Resolution to adopt the By-laws was duly moved and seconded and a majority vote with a quorum present.

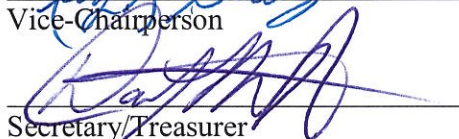
Dated this Twenty first day of April 2021.

Amended 7/19/95
Amended 2/14/96

Amended 6/16/99
Amended 9/21/2005
Amended 12/15/2010
Amended 12/14/2011
Reviewed (no changes) 1/15/2014
Amended 1/18/2017
Amended 2/15/2017
Amended 4/19/17
Amended 3/20/19
Amended 4/17/19
Amended 4/21/2021


Chairperson


Vice-Chairperson


Secretary/Treasurer