

**BYLAWS OF
HOPE 4 YOUTH**

ARTICLE 1: OFFICES

The registered office of the corporation shall be as stated in the Articles of Incorporation. The corporation may have offices at such other places as the Board of Directors may determine.

ARTICLE 2: MEMBERS

There shall be no members of the corporation; provided, however, that the Board may designate individuals who have demonstrated extraordinary commitment to the purposes for which the corporation was formed to be honorary members of the corporation. Individuals so designated shall have no rights, voting or otherwise, with respect to any matter concerning the corporation.

ARTICLE 3: BOARD OF DIRECTORS

Section 3.1. General Powers.

The business and affairs of the corporation will be managed under the direction of the Board of Directors. The Board may adopt rules and regulations for the conduct of their meetings and the governance of the corporation, not inconsistent with law, the Articles of Incorporation, or these Bylaws and may, in the execution of its powers, delegate certain authority and responsibility to the Executive Committee.

Section 3.2. Number.

The Board of Directors shall consist of not less than five (5) nor more than twenty five (25) directors.

Section 3.3. Qualifications.

Each director shall be a minimum of eighteen (18) years of age and shall hold office until expiration of his or her term and until his or her successor shall have been elected and shall have qualified, or until his or her death, resignation, removal, or disqualification. No current employee, client, or consultant of HOPE 4 Youth may serve as a member of the Board of Directors.

Section 3.4. Term of Office.

The term of office for all directors shall be three (3) years. At the end of each term, there will be an option to renew for another term. No Board member shall serve more than nine (9) consecutive years

without Executive Committee approval. Board terms shall be staggered so that the terms of approximately one-third of the directors' terms shall expire each year. The Board of Directors shall make appropriate arrangements to accomplish the staggering of terms.

Section 3.5. Compensation.

Directors shall not be compensated for services rendered to the corporation in their capacity as directors. A director may, however, be reimbursed for costs and expenses incurred for travel or other purposes for the advancement of the objectives of the corporation.

Section 3.6. Conflict of Interest.

A conflict-of-interest policy will be established and reviewed annually by the Board of Directors and key employees of the organization. Each Director shall sign a conflict-of-interest form on an annual basis.

Section 3.7. Resignation and Removal.

Any director may resign at any time, effective either immediately or at a specified later date, by written resignation delivered, emailed, or mailed to the Chair. Any director may be removed, with or without cause, except for unlawful reasons, upon the affirmative vote of two-thirds (2/3) of the entire Board of Directors.

Section 3.8. Vacancies.

Vacancies on the Board of Directors— whether caused by death, resignation, removal, disqualification, or otherwise—shall be filled by majority vote of the remaining directors, though less than a quorum of the Board. Each director appointed to fill a vacancy shall hold office for the unexpired portion of the vacancy term.

Any director who shall have been absent, without excuse, from three (3) consecutive regular meetings of the Board of Directors shall automatically vacate the seat on the Board and the vacancy shall be filled as prescribed in this Section 3.7. The Board of Directors may, however, consider the circumstances of such absences and may expressly waive such absences by affirmative vote of a majority of its members at a duly called meeting at which a quorum is present.

A public servant director will be excused from abiding to the attendance regulation. However, it is preferred that the public servant is as dedicated as permissible and to be an “active director” in any and all ways possible.

Section 3.9. Transferability.

A member may not voluntarily or involuntarily transfer his or her membership or any right arising

therefrom.

ARTICLE 4: MEETINGS OF BOARD OF DIRECTORS

Section 4.1. Annual Meetings.

An annual meeting of the Board of Directors shall be held each year, on a date and at a time and place established by the Chair of the Board. The purpose of the annual meeting shall be to receive a report on the operations of the corporation, elect Board members and Committee Chairs, elect officers for the ensuing year, and transact any other business that may properly come before the meeting.

Section 4.2. Regular Meetings.

Regular meetings of the Board of Directors shall be held at least quarterly throughout the calendar year, at places and times established by the Chair of the Board.

Section 4.3. Special Meetings.

A special meeting of the Board of Directors may be held on the call of the Chair of the Board, at the place, time, and location determined by the Chair in the notice of the meeting, or by written petition delivered to the Secretary and signed by any three (3) members of the Board, at a place and time (not later than 60 days after receipt by the Secretary of the petition) designated by the Chair, in the notice of the meeting.

Section 4.4. Notice of Meetings.

Notice of the place, time, and purpose of any Board of Directors meeting shall either be delivered personally, by email, telephone, or be sent to each director by first class mail, addressed to the director either at his or her address shown in the records of the corporation, or, if his or her address is not shown in the records or is not readily ascertainable, to the place where the principal office of the corporation is located. The notices shall be mailed or delivered at least five (5) days before the meeting.

Section 4.5. Quorum.

Except as otherwise specifically provided for in these Bylaws, the presence of two-thirds (2/3) of the members of the Board of Directors shall constitute a quorum for the transaction of business. If a quorum is initially present at a meeting of the Board of Directors, the directors present may continue to transact business, notwithstanding the loss of a quorum by a withdrawal of directors, provided that any action thereafter is approved by at least a majority of the required quorum for the meeting, or a greater number by law, the Articles of Incorporation, or these Bylaws.

Section 4.6. Participation by Telephone Conference Call or Other Telepresence Means.

A meeting may be held among directors, or members of any committee designated by the Board of Directors, by any means of communication through which the participants may simultaneously hear each other during the conference. This constitutes a meeting of the Board or the committee, as the case may be, 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. A director or committee member may participate in any meeting by any means of communication through which he or she, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by either of the foregoing means constitutes personal presence at the meeting.

Section 4.7. Waiver of Notice.

Notice of any meeting of the Board of Directors may be waived by any director before, at, or after the meeting in writing or orally. Attendance by a director at a meeting is waiver of notice of that meeting, except where the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting.

Section 4.8. Voting.

At all meetings of the Board of Directors, each director shall have one vote. The Board shall take action by the affirmative vote of a majority of directors present at a duly held meeting, except where the affirmative vote of a larger proportion or number is required by law, the Articles of Incorporation, or these Bylaws.

Section 4.9. Emergency Meeting.

In the event of an emergency which immediately affects the endangerment of a client, fiscal health, or security of HOPE 4 Youth assets, the Executive Committee may convene an emergency meeting by phone or in person to take immediate action and immediately report the same to the entire Board of Directors.

ARTICLE 5: OFFICERS

Section 5.1. Number of Officer Positions.

The officers of the corporation may consist of a Chair, a Vice Chair, a Treasurer, a Secretary, Past Chair, or such other officers deemed necessary or desirable by the Board. New officer positions may be created and filled at any meeting of the Board. Only members of the Board of Directors shall be qualified to serve in the officer positions described in this Section 5.1.

Section 5.2. Election and Terms of Office.

The officers of the corporation shall be elected for one-year (1) terms by the Board of Directors at its annual meeting. Each officer shall hold office until his or her successor shall have been duly elected and qualified.

Section 5.3. Removal.

Any officer of the corporation may be removed at any time, with or without cause, by the affirmative vote of two-thirds (2/3) of the entire Board of Directors.

Section 5.4. Vacancies.

Notwithstanding any other provision in these Bylaws, a vacancy in any office caused by death, resignation, removal, disqualification, or otherwise, may be filled by affirmative vote of two-thirds (2/3) of the Board of Directors for the remaining portion of the term.

Section 5.5. Powers and Duties.

The officers shall have the following powers and duties:

(a) Chair.

The Chair shall chair both the Board of Directors and Executive Committee; shall also serve as a member ex-officio on all committees except the Nominating Committee; shall communicate to the Directors at the annual meeting and at such other times as the Chair deems proper concerning the activities of the corporation; shall see that all orders and resolutions of the Board of Directors are carried into effect; shall sign and deliver in the name of the corporation any 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 such instruments as required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation or Bylaws or by the Board to some other officer or employee of the corporation; shall perform all duties prescribed by the Board; and, in general, shall perform all duties usually incident to the office and functions of a Chair of a Minnesota nonprofit corporation.

(b) Vice Chair.

The Vice Chair shall have such powers and shall perform such duties as may be prescribed by the Board of Directors. In the event of the absence or disability of the Chair, the Vice Chair shall perform the duties of the Chair. In the event the current Chair fails to serve her or his full term, the Vice Chair shall serve the remainder of the outgoing Chair's term.

(c) Treasurer.

The Treasurer of the corporation shall oversee the financial records for the corporation, all monies of the

corporation and the disbursement of corporate funds. The Treasurer shall render to the Chair, Executive Director, or the Board of Directors, whenever requested, an account of all financial transactions and of the financial condition of the corporation and shall perform other duties prescribed by the Chair or the Board of Directors.

(d) Secretary.

The Secretary shall review the minutes of meetings of the Board of Directors and all Board committee HOPE 4 Youth personnel is responsible to keep on file a complete copy of the Articles of Incorporation and all amendments and restatements thereof and a complete copy of these Bylaws and all amendments and restatements thereof; HOPE 4 Youth personnel shall give proper notice of meetings of the Board and all Board committees. The secretary shall oversee these functions and perform other duties that are from time to time prescribed by the Board of by the Chair, and, in general, shall perform all duties usually incident to the office of the Secretary of a Minnesota nonprofit corporation. In the further event of the absence or disability of the Chair and Vice Chair, the Secretary shall perform the duties of the Chair.

(e) Past Chair

The Immediate Past Chair still serving on the Board shall act as an advisor to the Chair and the Board of Directors and act as a member of the Executive Committee. The Past Chair will serve in the role of the Chair of the Nominating Committee.

ARTICLE 6: COMMITTEES

Section 6.1. Committees.

The Board may act by and through an Executive Committee and other temporary, standing, or ad hoc committees specified in resolutions adopted by the Board. The Executive Director shall be an ex-officio member of all committees. Except as otherwise specified in these Bylaws, each committee shall have such membership, duties, and responsibilities as are established for it from time to time by the Executive Committee. Each committee shall consist of one or more natural persons who need not be directors and shall at all times be subject to the direction and control of the Board. Committee Chairs are appointed annually at the annual Board of Directors meeting.

Section 6.2. Executive Committee.

(a) *Duties.*

The Executive Committee may act in place and instead of the Board of Directors between regular Board meetings on all matters, except those specifically reserved to the Board in these Bylaws, pursuant to delegation of authority to such Committee by the Board of Directors. Actions of the Executive Committee shall be reported to the Board for ratification at the next Board meeting.

(b) Membership.

The following officers serve as the members of the Executive Committee: Chair, Vice Chair, Immediate Past Chair, Secretary, and Treasurer. During the time of the Building HOPE Project, the Building Committee Chair will also serve on the Executive Committee. Once the building is constructed and opened, the board of directors will conclude the participation of the Building HOPE Committee Chair.

(c) Vacancies.

Vacancies on the Executive Committee shall be filled in the manner provided for filling vacancies on the Board of Directors.

Section 6.3. Strategic Steering Committee

The Strategic Planning Steering Committee shall be elected by the Executive Committee and shall consist of at least three (3) Board members. Membership on the Strategic Planning Steering Committee shall be for a term of one (1) year coinciding with the term of the Chair. The Strategic Planning Committee will review the strategic objectives and annual goals determined by the Executive Director and HOPE 4 Youth staff. The Strategic Planning Steering Committee will provide insights and recommendations to the Executive Director and the Board of Directors to ensure consistency and alignment with the corporation's Bylaws and mission.

Section 6.4. Finance Committee.

The Finance Committee shall consist the Treasurer, Executive Director, and at least one other individual who is either a current member, has been a past member or is a representative from the community at large. The Treasurer shall chair the Finance Committee. The Finance Committee shall prepare recommendations for an annual budget of the corporation and perform such other duties in connection with the finances of the corporation as prescribed from time to time by the Board of Directors.

Section 6.5. Nominating Committee.

The Nominating Committee shall be represented by the Executive Committee of HOPE 4 Youth and shall be chaired by the Immediate Past Chair. Membership on the Committee shall be for a term of one (1) year coinciding with the term of office of the Chair. The Nominating Committee shall notify the general board of directors of its nominees on a quarterly basis or as needed.

Section 6.5. Fund Development Committee.

A Fund Development Committee may be appointed by the Board to build and develop a base of corporate

and private funding sources to support the mission and programming of HOPE 4 Youth through fund development, communications, outreach, and marketing. The Fund Development Committee may have three (3) Board Members, with the Executive Director as an ex-officio committee member. Committee members shall serve one-year terms and elect a Chair for a concurrent term.

Section 6.6. Program Committee

The Program Committee shall consist of the Program Chair and at least one other individual who is either a current member, has been a past member or is a representative from the community at large. The Program Committee shall work with staff to prepare recommendations for program partner enhancements, program communication improvements, and program best practices in the youth serving industry.

Section 6.7. DEI Committee

The DEI Committee shall consist of the DEI Chair from the board of directors and at least two other individuals who are either a current member of the board, has been a past member, or is a representative from the community at large. The DEI Committee shall work with the staff to meet the annual objectives of enhancing HOPE 4 Youth's culture which embraces diversity, inclusivity, equity, innovation, and teamwork to support the delivery of our mission.

Section 6.8. Advisory Committee

The Advisory Committee shall consist of individuals from the community who believe in the HOPE 4 Youth mission and will provide specialized expertise needed to fulfill the mission. They can provide important duties such as fundraising, community advocacy and program enhancement. The advisory board may meet up to quarterly to obtain an organizational update and to determine where they can support the mission objectives. This committee does not have fiduciary responsibility to the organization. They do have an important voice but does not vote. These roles can be past board members who have met their terms, candidates to fill future board seats, and/or thought leaders within the community HOPE 4 Youth serves.

ARTICLE 7: PRESIDENT AND CHIEF EXECUTIVE OFFICER (CEO)/EXECUTIVE DIRECTOR (ED)

Section 7.1. Executive Director.

The Board of Directors shall employ an individual who shall have the title of Executive Director and whose terms and conditions of employment shall be specified by the Board.

Section 7.2. Duties and Authority of Executive Director.

The Executive Director shall manage and direct all daily activities and business dealings of the corporation as prescribed by the Board of Directors and shall be responsible to the Board. The Executive

Director shall employ and may terminate the employment of members of the staff necessary to carry on the work of the corporation and fix their compensation within the approved budget. The Board of Directors shall be informed of and consulted with regarding finalists for any staff position that directly reports to the Executive Director. As Executive Director, he or she shall define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities as shall, in his or her judgment, be in the best interests of the corporation. The Executive Director shall have authority to make or delegate to accounting staff financial disbursements for necessary expenses and shall make regular reports to the finance committee per the financial policies.

Section 7.3. Reports to Board of Directors.

The Executive Director shall attend all meetings of the Board of Directors and make a report to the Board at every regular, special, and annual meeting. The Executive Director shall be entitled to a voice at all Board meetings but shall not be entitled to vote.

ARTICLE 8: FISCAL MANAGEMENT

Section 8.1. Fiscal Year.

The fiscal year of HOPE 4 Youth shall begin on the first day of January of each year.

Section 8.2. Execution of HOPE 4 Youth Documents.

The Board of Directors may authorize any Officer or Officer's agent or agents to enter into any contract or to execute and deliver any instrument in the name of and on behalf of HOPE 4 Youth. Such authority may be general or confined to specific instances.

Unless so authorized by the Board, no Officer, agent, employee, or volunteer shall have any power or authority to bind HOPE 4 Youth by any contract or engagement, or to pledge its credit, or render it financially liable for any purpose or in any amount.

Section 8.3. Loans.

No loans shall be contracted on behalf of HOPE 4 Youth nor shall evidences of indebtedness be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or may be confined to specific instances. If and when it is necessary to secure a line of credit, the Finance Committee will recommend and approve procedures for its use.

Section 8.4. Deposits.

All funds of HOPE 4 Youth shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may designate, or as may be designated by an Officer or Officers, agent or agents of the corporation to whom such power may be delegated by the Board. For the purpose of such deposit, any person to whom such power is so delegated may endorse, assign and deliver checks, drafts, and other orders for the payment of money which are payable to the order of HOPE 4 Youth.

ARTICLE 9: INDEMNIFICATION

The corporation shall indemnify, and make advances of reasonable expenses to each director, officer, and employee of the corporation, whether or not then in office or employed by the corporation, to the fullest extent prescribed by Minnesota Statutes, Section 317A.521. The corporation shall not indemnify or make advances of expenses to any person who may otherwise be entitled to receive payment under Section 317A.521 by reason of such person's status or former status as an agent of the corporation or otherwise. The corporation may purchase and maintain insurance on behalf of any person in that person's official capacity against any liability asserted against and/or incurred by the person arising from that capacity, whether or not the corporation would have been required to indemnify the person against the liability or under the provisions of Sections 317A.521. The foregoing right of indemnification and the right to receive advances of expenses shall not be exclusive of other rights to which any director, officer, employee, or agent may be entitled as a matter of law or under any bylaw, agreement, or otherwise.

ARTICLE 10: REVIEW

These Bylaws shall be reviewed yearly at the Annual Meeting for compliance with Minnesota Statute 317A and for relevance to the organization. Recommendations for changes will be presented to the Board of Directors as outlined in Article 11.

ARTICLE 11: AMENDMENTS

These Bylaws may be amended in whole or in part or entirely restated at any meeting of the Board of Directors at which a quorum is present, upon receiving the affirmative vote of two-thirds (2/3) of the entire Board of Directors. Notice of the meeting shall state that the purpose of the meeting is to consider the proposed amendment or restatement of these Bylaws and shall include, or be accompanied by a copy of, each proposed amendment or restatement.