

(Amended February 12, 2006 and September 13, 2016)

**BYLAWS  
OF**

**FRIENDS OF NIÑOS ADELANTE, INC.**

**ARTICLE I.**

**Offices**

1.1) Registered Office. The city, town or other community in which the registered office of this Corporation is located in the State of Minnesota shall be as set forth in the Articles of Incorporation of this Corporation.

1.2) Other Offices. This Corporation may have such other offices within or without the State of Minnesota as the Directors may from time to time determine.

1.3) Corporate Seal. The Corporation shall have no seal.

**ARTICLE II.**

**Membership**

2.1) Members. The Directors shall be the Members and their rights, obligations, duties and qualifications shall be as set forth in Article III, hereof. The Board may from time to time name other Members who shall serve and have voting powers as Members during the duration of their appointment.

**ARTICLE III.**

**Board of Directors**

3.1) General Powers. The property, affairs and business of this Corporation shall be managed by the Board of Directors.

3.2) Number and Qualifications. The number of Directors shall be not less than three (3) nor more than thirteen (13). Each Director shall be a natural person having attained the age of at least 21 years. Directors need not have professional qualifications but must be supportive of the aims and purposes of Friends of Niños Adelante, Inc. However, the Members shall attempt to include on the Board some individuals with the appropriate professional qualifications.

3.3) Election and Term of Office. Beginning with the 2006 annual meeting, four (4) of the Directors then being elected shall be elected to a one year term. Four (4) of the Directors then being elected shall be elected to a two year term. The balance of the Directors then being elected shall be elected to a three year term. Thereafter, at each annual meeting, each Director whose term of office will expire as of that annual meeting shall be reelected, or replaced by another candidate, as the case may be, for a three year term. No Director shall serve for a period of more than six (6) consecutive years; provided, however, that any Director who shall have completed six (6) consecutive years of service on the Board of Directors and then, for a period of at least three (3) months following such service, remains off of the Board of Directors, that Director shall again be eligible for nomination as a Director to the Board of Directors for such term as is deemed appropriate, applying anew the Corporation's "term limitation" and "staggered term" policies. Supervision of this "term limitation" and "staggered term" policy shall be the responsibility of the Nominating Committee of the Board.

a. The election of Directors shall be by written ballot except when such election is held during the course of a telephonic meeting in which case the vote shall be taken by roll call of all Directors present.

b. The Chairperson of the Nominating Committee will supervise and conduct the election of the Directors.

c. A Member elected to the Board of Directors at other than the annual meeting shall be seated only after the election results are certified by the Chairperson of the Nominating Committee and accepted by the Board.

3.4) Organization. At each meeting of the Board of Directors the President of this Corporation or, in his or her absence, the Secretary shall preside. The Secretary of this Corporation or, in his or her absence any person whom the President shall appoint, shall act as Recording Secretary of the meeting and take all Minutes.

3.5) Resignation. Any Director of this Corporation shall resign at any time by giving written notice to the President or the Secretary. The resignation of any Director shall take effect at the time specified in such notice unless otherwise specified herein. Acceptance of a resignation shall not be necessary to make it effective except as otherwise provided herein.

3.6) Vacancies. Any vacancy in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors, though less than a quorum, and each Director so chosen shall hold office until the next annual election and until his or her successor shall be duly elected and qualified.

3.7) Place of Meetings. The Board of Directors may hold its meetings at such place or places within or without the State of Minnesota as it may from time to time determine by a majority vote of the Directors. At the discretion of the President of the Board, any meeting, except the Annual Meeting, may be held by telephone.

3.8) Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors may authorize. There shall be at least two (2) meetings a year in addition to the annual meeting.

3.9) Annual Meetings. The annual meeting of the Board of Directors shall be held in February of each year for the purpose of electing officers and directors of this Corporation and for the transaction of such other business as shall properly come before the meeting. Notice of such meetings shall be given as provided in Section 3.10 hereof for special meetings of the Board of Directors.

3.10) Notice of Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President or by any two (2) of the other Directors. Notice of each such special meeting shall be mailed to each Director, addressed to him or her at his or her residence or usual place of business, at least five (5) days before the day on which the meeting is to be held, or be delivered to him or her personally or by telephone not less than two (2) days before the day on which the meeting is to be held. Each such notice shall state the time and place of the meeting, but need not state the purpose therefore, except as otherwise herein expressly provided.

3.11) Notices Excused. Notice of any meeting of the Board of Directors need not be given to any Director who shall be present at such meeting and any meeting without any notice hereof having been given if all of the Directors of this Corporation then in office shall be present or waive such notice in writing before, at, or after such meeting.

3.12) Quorum: Manner of Acting. Except as otherwise provided by statute or by these Bylaws, one-half (½) of the total number of Directors (but not less than two (2)) shall be required to constitute a quorum for the transaction of business, and any business transacted at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum a majority of the Directors present may adjourn any meeting from time to time until a quorum is available. Notice of any adjourned meeting need not be given.

3.13) Removal of Directors. A Director may be removed either with or without cause at any time by a vote of a majority of the members of the Board of Directors entitled to vote, and the vacancy in the Board of Directors caused by such removal shall be filled in the manner specified in Section 3.6 hereof.

3.14) Funds. The Board shall have the power to make all final decisions on the expending of funds.

3.15) Policies. The Board of Directors shall establish all policy and shall be empowered to act in all circumstances on behalf of the Corporation.

3.16) Honorary Directors. The Board of Directors shall have the authority to elect, by a majority vote, up to 20 individuals as Honorary Directors of the Corporation. In filling such positions, the Board shall attempt to find those individuals who, by reason of their special expertise or other special qualifications, shall enhance the ability of the Board of Directors to carry out the purposes for which the Corporation has been formed. The Honorary Directors shall have the right to receive notice of and to attend all regular and special meetings of the Board of Directors and to express their views on matters coming before the Board but shall not have the right to vote as a Member or Director of the Corporation. The Honorary Directors

shall serve for such term as shall be designated by the Board and may be removed at any time, with or without cause, by a vote of the majority of the Board of Directors.

3.17) Method of Giving Notice. Whenever “notice” is required to be “mailed” under these By Laws, such mailing may be accomplished electronically, as well as by United States Postal Service.

## ARTICLE IV.

### Officers and Executive Committee

4.1) Number. The officers of this Corporation shall be as follows:

President, Vice President, Secretary, and Treasurer, and such other officers as the Board may determine, who shall have such duties, powers and functions as provided in these Bylaws or as may from time to time be determined by the Board of Directors.

4.2) Election, Term of Office and Qualifications. At the 2006 Annual Meeting, all officers shall be elected by a majority vote of the members of the Board of Directors for one year terms. Thereafter, and at each Annual Meeting, all officers shall be elected by a majority vote of the members of the Board of Directors for two year terms. In the event that the term, as a member of the Board of Directors, of any officer will have expired during the two-year term during which such officer is elected as an officer, his or her term as a member of the Board of Directors shall be automatically extended to the duration of his or her two-year term as an Officer..

4.3) Resignations. Any officer may resign at any time by giving written notice of his or her resignation to the Board of Directors, to the President, or to the Secretary of this Corporation. Any such resignation shall take effect at the time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

4.4) Removal. Any officer may be removed either with or without cause by a vote of a majority of the members of the Board of Directors at any annual or special meeting called for that purpose, and such purpose shall be stated in the notice or the waiver of notice of such meeting.

4.5) Vacancies. A vacancy in an office because of death, resignation, removal or any other cause shall be filled for the unexpired portion of the term by a majority vote of the members of the Board of Directors.

4.6) Duties of Officers. The duties of the officers of the Corporation shall be as set forth below and shall be carried out in accordance with the Bylaws.

a. President. The President shall be the chief operating officer of the Corporation; shall have responsibility for the management of the business of the Corporation and shall see that all orders and resolutions of the Board are carried into effect.

- b. Secretary. The Secretary shall:
- (1) Attend all meetings of the Board of Directors and the Members.
  - (2) Record all votes and Minutes of all proceedings in a book to be kept for that purpose.
  - (3) Give or cause to be given notice of all meetings of the Board.
  - (4) When required, prepare or cause to be prepared and available at each meeting of the Board a certified list in alphabetical order of the names of Members entitled to vote there at.
  - (5) Keep all the documents and records of the Corporation as required by law or otherwise in a proper and safe manner.
  - (6) Perform such other duties as may be prescribed by the Board.
- c. Treasurer. The Treasurer shall:
- (1) Have the custody of the corporate funds and securities.
  - (2) Keep full and accurate accounts of receipts and disbursements in the corporate books.
  - (3) Deposit all money and other valuables in the name and to the credit of the Corporation in such depositories as may be designated by the Board.
  - (4) Disburse the funds of the Corporation as may be ordered or authorized by the Board and preserve proper vouchers for such disbursements.
  - (5) Render to the President and Board at the regular meetings of the Board, or whenever they require it, an account of all transactions as Treasurer and of the financial condition of the Corporation.
  - (6) Render a full financial report at the annual meeting of the Board if so requested.
  - (7) Be furnished by all corporate officers and agents at his request with such reports and statements as required as to all financial transactions of the Corporation.

- (8) Perform such other duties as are or as may from time to time be assigned by the Board or the President.

4.7) Executive Committee. The Board may appoint an Executive Committee which shall be comprised of the President, Secretary and Treasurer of the Corporation and an additional Board member elected at large from the other Board members.

a. Meetings of the Executive Committee may be called by the President and shall be called upon request to the President of any two members of the Executive Committee.

b. The Executive Committee shall report all business transacted to the Board at the next regular meeting of the Board of Directors.

c. All business transacted by the Executive Committee shall require the affirmative vote of not less than eighty percent (80%) of all of the members of the Executive Committee whether present or not at the meeting.

d. The Executive Committee shall transact all business between meetings of the Board and shall have authority of the Board when discharging its responsibilities as the Executive Committee.

## **ARTICLE V.**

### **Committees**

5.1) The Board of Directors, from time to time, may elect from its members or from the general Membership such other committees, either permanent or temporary, with such powers and duties as they may prescribe, and in such number per committee as the Board may deem advisable. The Board of Directors will vote to determine the Chairperson of these committees.

5.2) The President is an ex officio member of all Committees and may assume a functional Chairmanship at the direction of the Board.

## **ARTICLE VI.**

### **Waiver of Notice**

6.1) Whenever any notice is required to be given by these Bylaws or any of the corporate laws of the State of Minnesota, such notice may be waived in writing, signed by the person or persons entitled to such notice, whether before, at, or after the time stated therein or before, at, or after the meeting.

## **ARTICLE VII.**

## **Authorization Without a Meeting**

7.1) Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in writing signed by all of the Directors.

## **ARTICLE VIII.**

### **Use and Disposition of Corporate Assets**

8.1) No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under §501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law or similar Federal tax law), or b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law or similar Federal Tax law). The funds and assets of the Corporation shall be dedicated to the purposes for which it is formed and should the Corporation be liquidated, dissolved or otherwise cease business, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at that time qualify as an exempt organization or organizations under § 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law or similar Federal tax law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Supreme Court or County Court or of the court having jurisdiction in the county in which the principal office of the Corporation is located, to such corporations or organizations, as said court shall determine, which are organized and operated exclusively for such purposes. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons.

8.2) While the business of the Corporation and its finances shall be controlled and dealt with exclusively by the Board of Directors and the Executive Committee of the Corporation, each Committee and its activities shall be duly represented on the Board.

8.3) The Fiscal Year of the Corporation shall end on June 30 of each year..

8.4) The Board may require the bonding of any Officer, Director, or Committee member, and authorize the expenditure of funds of the Corporation to pay the premiums for any such bond.

8.5) All funds of the Corporation shall be deposited in the name of the Corporation in a bank, or banks, or other suitable institution as designated by the Board from time to time. Funds are to be used solely to promote the charitable purposes of the Corporation.

8.6) All contracts of the Corporation shall be executed in the name of the Corporation with the approval of the Board of Directors.

## **ARTICLE IX.**

### **Rules of Order**

9.1) Except as may be modified by the Bylaws the order of business shall be established in the current edition of Roberts Rules of Order.

## **ARTICLE X.**

### **Amendment of Bylaws**

10.1) The Board of Directors may amend the Bylaws by a vote of not less than two-thirds (2/3) of the total Board members. Any Director wishing consideration of a proposed amendment to the Bylaws must submit the proposal in writing to all Directors not less than five (5) days prior to the next meeting date.

## **SECRETARY'S CERTIFICATE**

The foregoing Amended Bylaws were duly adopted by the Board of Directors of Friends of Niños Adelante, Inc. pursuant to vote of the Board taken at its Annual Meeting held February 12, 2006.

Dated and Effective February 12, 2006.

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Janie Robins, Recording Secretary