

Bylaws

ARTICLE I GENERAL PROVISIONS

1.1 Name. The name of this corporation is the International Institute of Minnesota (“Corporation”). The Corporation has been organized pursuant to Minnesota Statutes Chapter 317A and Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, as a non-profit corporation.

1.2 Purpose. Our clients, supporters and community look to the International Institute of Minnesota as a premier provider of services to help New Americans achieve self-sufficiency and to foster respect and understanding of all cultures.

We help New Americans achieve self-sufficiency and become contributing members in American life. Our key strategies include:

- Address refugees’ immediate transition needs through resettlement services
- Assist New Americans to become self-sufficient through education and employment training services
- Advocate for tolerance and valuing diversity by hosting the Festival of Nations and cross-cultural initiatives

ARTICLE II BOARD OF DIRECTORS

2.1 General Powers. The property, affairs, non-profit activities, and business of this Corporation shall be governed by the Board of Directors (“Board” or “Directors”).

2.2 Compensation. All Directors and Officers of the Corporation shall serve without compensation.

2.3 Number, Qualifications and Term of Offices. The number of Directors shall be not less than five (5) but may be more as determined by resolution and approbation of a majority of the Board of Directors, but is not to exceed fifteen (15). The Directors shall be natural persons and a Director may serve consecutive terms. As far as practicable, one-third (1/3) of the Directors shall be elected at each annual meeting. In addition to the slate of nominees submitted by the Executive Committee, nominations may be made from the floor, provided the written consent of any such nominee to serve if elected, has been filed with the Secretary not less than ten (10) days in advance of the meeting. The term of office of a Director shall be three (3) years. Each Director shall be eligible for reelection, but no person who has served three (3) full terms, or nine consecutive years, as a Director shall be eligible for reelection until after a lapse of one (1) year.

2.4 Voting Rights. Each Director shall be entitled to one vote. There shall be no cumulative voting.

2.5 Resignation. A Director may resign at any time by giving written notice to the Corporation. A resignation shall take effect at the time specified in the resignation or upon receipt by the Corporation if no time is specified. Acceptance of a resignation shall not be necessary to make it effective.

2.6 Removal. Upon recommendation by the executive committee, a Director may be removed by a resolution adopted by the Board of Directors and approved by the majority that determines that the Director in question engages in an act or omission of dishonesty, fraud, misrepresentation, conflict of interest, breach of fiduciary duty, or any act of malfeasance or moral turpitude. For further definition, the following instances clarify the removal causes:

- A. Director is charged with a felony crime;
- B. Director is convicted of a crime of moral turpitude such as an act of fraud or other crime involving dishonesty;

- C. Director violates his or her duties of confidentiality and/or non-competition under agreements of the IIM;
- D. Director commits any act or acts that harm the Corporation's reputation, standing, or credibility within the community(ies) it operates or with its customers or suppliers

The Board may, through proper consideration, procedure and majority vote, remove a Director for other reasons not stated in the list above.

2.7 Vacancies. Any vacancy or newly created position on the Board of Directors shall be filled by a vote of the majority of the remaining Directors, even if less than a quorum, and each Director so chosen shall hold office until the next election and until his or her successor shall be duly elected and qualified.

2.8 Meetings. The Board of Directors shall meet throughout the year to conduct the business of the Corporation.

A. Annual Meeting. One Annual Meeting of the Board of Directors *must* be held each year at such time and place as may from time to time be designated by vote of the Board of Directors. At Annual Meeting, the Board shall establish the Regular Business Meetings that may be required throughout the year.

B. Regular Business Meeting. Regular Business Meetings are established by the Board in the Annual Meeting. The agenda of these meetings shall be communicated in advance.

C. Special Meeting. Special Meetings of the Board of Directors may be held at such time and place as may from time to time be designated. Any Director may call a Special Meeting by providing a minimum of seven (7) days notice to an Officer (as defined in Article VI, Paragraph 4.1) who must notify all Directors of the date, time, and place of the meeting and must state the purpose and agenda of the meeting. Only the business stated in the purpose and agenda shall be conducted and decided in the Special Meeting. Special Meetings shall be governed by all applicable sections of these bylaws including those for quorum.

2.9 Quorum. A majority of the Directors is a quorum for the transaction of business. In the absence of a quorum, a majority of the Directors present may adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal of Directors originally present leaves less than the proportion or number otherwise required for a quorum.

2.10 Action of the Board of Directors. The Board shall take action by the affirmative vote of a majority of the Directors present at a duly held meeting.

2.11 Organization. At each meeting of the Board of Directors, the President, or, in the President's absence, the Vice President, or, in the Vice President's absence, any person whom the Directors shall appoint by majority vote of the Directors present, shall preside. The Secretary or, in the Secretary's absence, any person whom any officer shall appoint, shall act as Secretary of the meeting and take all minutes.

2.12 Place of Meetings. The Board of Directors may hold its meetings at such place or places within the State of Minnesota as it may from time to time determine by a majority vote.

2.13 Time of Meetings. The Board of Directors may hold its meetings at such times as it may from time to time determine by majority vote of the Board of Directors.

2.14 Meetings Conducted Including Remote Communication. It is the preferred practice of the Board of Directors that meetings take place in a location that a quorum of Directors can interact, discuss and vote while physically present to conduct business meetings. However, these bylaws account for the event in which a meeting may need to be conducted through remote communication or several Directors need to attend by such means. Meetings of the Board conducted through remote communication shall comply with Minnesota Statutes 317A.450 Remote Communications for Member Meetings. Any meeting among Directors may be conducted solely by one or more means of remote communication through which all of the Directors may participate in the meeting, if the same notice is given of the meeting as

required by these By-Laws, and if the number of Directors participating in the meeting is sufficient to constitute a quorum at the meeting. A Director may participate in a meeting of the Board of Directors by means of conference telephone, or, if authorized by the Board of Directors, by other such means of remote communication, in each case through which that Director, other Directors so participating, and all Directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting by any of the above-mentioned means constitutes presence at the meeting. As used in these By-Laws, "remote communication" means communication via electronic communication, conference telephone, video conference, the Internet, or such other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis.

2.15 Written Action. Any Action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed or consented to by authenticated electronic communication as permitted by the Minnesota Nonprofit Corporation Act, by the number of Directors required to take the same action at a meeting of the Board of Directors at which all directors were present. The written action is effective when signed or when consented to by authenticated electronic communication as permitted by the Minnesota Nonprofit Corporation Act, by the required number of Directors, unless a different effective date is provided in the written action. When written action is taken by less than all of the Directors, all Directors shall be notified immediately of its text and effective date, except that failure to provide such notice does not invalidate the written action. As used in these By-Laws, the term "authenticated electronic communication" means any form of communication, not directly involving the physical transmission of paper, that

- A. creates a record that may be retained, retrieved and reviewed by the recipient of the communication;
- B. may be directly reproduced in paper form by the recipient through an automated process;
- C. is delivered to the corporation's principle place of business or to an officer or agent of the corporation authorized by the corporation to receive the communication, and
- D. sets forth information from which the corporation can reasonably conclude that the communication was sent by the purported sender.

2.16 Ex Officio, Honorary and Advisory Directors. The Corporation shall have no ex-officio Directors. The Board of Directors may, by resolution, designate one or more Honorary or Advisory Directors who shall have no rights, voting or otherwise, with respect to any matter concerning the Corporation but shall be held to the same ethical and fiduciary standards.

2.17 Conflicts of Interest. A Conflict of Interest Policy is to be established by the Board of Directors

ARTICLE III MEMBERS

3.1 Classes. The Corporation may, by resolution of the Board of Directors, establish one or more categories of non-voting members ("Members"). Categories of memberships and dues to be paid for each category shall be determined by the Board of Directors.

3.2 Voting Rights. All categories of Members shall be deemed non-voting Members for purposes of Minn. Stat. § 317A.401 Subd. 4.

3.3 Removal. Members shall be held to the same ethical and fiduciary standards as the Board of Directors and may be removed by a resolution adopted by the Board of Directors and approved by the majority that determines that the Member in question engages in an act or omission of dishonesty, fraud, misrepresentation, conflict of interest, breach of fiduciary duty, or any act of malfeasance or moral turpitude. Such actions shall be covered by the Removal clause in Article II, Paragraph 2.6.

ARTICLE IV OFFICERS

4.1 Officers. The Officers of the Corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, and such other Officers as may from time to time be determined by the Board of Directors ("Officers"). Officers shall be elected at the annual meeting and serve for a term of one (1) year. In such case as the Officer is appointed for a partial term, the Officer may serve a full year in addition to the remainder of the partial term. Officers shall also hold the title of Director and be governed by the rules and regulations stipulated for Directors in these Bylaws.

4.2 President. The President shall be active in the governance of the Corporation and, when present, shall preside at all meetings of the Board of Directors, see that all orders and resolutions of the Board of Directors are carried into effect, execute and deliver in the name of the Corporation deeds, mortgages, bonds, contracts and other interests in the name of the Corporation except as otherwise directed in a resolution of the Board of Directors. The President shall have such other duties and exercise such other powers, as the Board of Directors shall prescribe from time to time. The President shall be a non-voting ex-officio participant of all committees of the Board of Directors.

4.3 Vice President. The Vice President shall in the absence or disability of the President, perform the duties of the President and perform such other duties as the Board of Directors shall prescribe from time to time. The execution by the Vice President on behalf of the Corporation of any instrument shall have the same force and effect as if it were executed on behalf of this Corporation by the President.

4.4 Secretary. The Secretary shall oversee the maintenance of the records of the meetings of the Corporation and its committees, for the preparation and the issuance of notices of all meetings of the Board of Directors, and for the preparation of any written reports for all general activities of the Corporation, in addition to any other duties usually pertaining to the office of Secretary or designated by the Board of Directors.

4.5 Treasurer. The Treasurer of the Corporation shall oversee the financial affairs and records of the Corporation, either directly or through the use of employees, agents, accountants, advisors or volunteers. The Treasurer shall perform other duties requested by the Board of Directors or by the President. In the event, for any reason, that the Corporation shall fail to elect a Treasurer, the President shall serve in such capacity until a successor is duly elected and qualified.

4.6 Assistant Treasurer and Assistant Secretaries. Assistant Treasurers and Assistant Secretaries if one or more of these are created and filled by the Board of Directors, shall perform such additional duties as shall be assigned to them by the Treasurer or the Secretary, respectively, or by the President or the Board of Directors.

4.7 Resignation. Any Officer may resign at any time by giving written notice to the Corporation. The resignation is effective without acceptance when the notice is given to the Corporation, unless a later effective date is specified in the notice. Formal acceptance of a resignation shall not be necessary.

4.8 Vacancies. A vacancy in an office because of death, resignation, removal, disqualification, or other cause may, or in the case of a vacancy in the office of President or Treasurer, must be filled, for the unexpired part of the term by resolution of the Board of Directors.

4.9 Limitation of Authority. No Officer, Director, Member, employee, or committee, except the President and the Executive Director, shall purport to speak for the Corporation. No Officer, Director, Member, employee, or committee shall use its name or credit, or in anywise commit the Corporation for any purpose, unless such person is duly authorized by the Board of Directors or the Executive Committee.

4.10 Delegation. Under extenuating circumstances (i.e. incapacity of Officer, matters of perceived or real conflict of interest), an Officer of the Corporation may, with approval and vote of the Board of Directors, delegate some or all of his or her duties and powers to other persons. Such Officers and their designees, however, shall remain subject to the standard of conduct for Officers with respect to the discharge of the duties and powers so delegated.

4.11 Removal. An Officer may be removed, with cause, by a resolution adopted by the Board of Directors. Such actions shall be covered by the Removal clause in Article II, Paragraph 2.6.

ARTICLE V
EXECUTIVE DIRECTOR

5.1 Executive Director. The Executive Director serves at the behest of the board and may or may not receive remuneration for the services provided in such capacity as agreed by the parties. The Executive Director of the Corporation shall have general management responsibility for the business 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 is required by law to be exercised by another person or expressly delegated by the Articles of Incorporation or the Bylaws or the Board to some other Officer or agent of the Corporation; shall perform all duties prescribed by the board; and, in general, shall perform all duties usually incident to the office and function of an Executive Director of a Minnesota nonprofit corporation.

ARTICLE VI
COMMITTEES

6.1 Executive Committee. The Executive Committee shall be comprised of the Officers of the Board, those being the President, Vice President, Treasurer, and Secretary. The Board of Directors by the affirmative vote of a majority of the Board of Directors may designate additional persons to participate in the Executive Committee. A majority of the Executive Committee--Officers and officially designated committee participants--shall constitute a quorum. The Executive Committee shall:

- A. Have the authority of the Board of Directors in the management of the Corporation between meetings of the Board of Directors unless otherwise restricted by resolution of the majority of the Board of Directors;
- B. Guide and direct the overall charter of the board and organization;
- C. Monitor policy adherence and relevance and propose new policy as necessary for approval of the Board;
- D. Prepare issues and agendas for Board deliberation;
- E. Evaluate the Executive Director;
- F. Initiate and guide the conduct of strategic reviews of corporate mission and vision as required and lead transitions as dictated;
- G. Additional duties as defined in the Committee Charter approved by the board.

6.2 Standing Committees. The following Standing Committees and Chairs shall be appointed by the President, and ratified by the Board of Directors, as soon as possible after the annual meeting:

Community Outreach and Development Committee

Fiscal & Administration Committee

Festival of Nations Committee

Other Committees as defined in item 6.6.

6.3 Community Outreach and Development. There shall be a Community Outreach and Development Committee, whose Chair is appointed by the President and approved by the Board of Directors. The duties of the committee shall be defined in the committee's charter approved by the board.

6.4 Fiscal and Administration Committee. There shall be a Fiscal and Administration Committee, whose Chair is appointed by the President and approved by the Board of Directors. The duties of the committee shall be defined in the committee's charter approved by the board.

6.5 Festival of Nations Committee. There shall be a Festival of Nations Committee, whose Chair is appointed by the President and approved by the Board of Directors. The duties of the committee shall be defined in the committee's charter approved by the board.

6.6. Other Committee(s). The Board of Directors may, by resolution, establish one or more committees or may designate one or more directors to serve on these committees. Any committee shall, if so requested by the Board of Directors, provide recommendations and other action or advice to the Board of Directors towards accomplishment of specific corporate objections. To the extent determined by the Board of Directors, a committee may have the authority and the management of the specific business purpose for which the committee was formed.

6.7. Advisory Committee(s). The Board of Directors by the affirmative vote of a majority of the Board may designate one or more organizations, governmental representatives, individuals, or other persons to serve as an advisory committee to the Board of Directors with such powers and responsibilities as may be designated by the Board of Directors. Advisory Committee(s) participants shall have no voting rights and need not be invited to meetings of the Board of Directors.

ARTICLE VII OTHER OPERATIONAL CLAUSES

7.1 Fiscal Year. The fiscal year of the Corporation shall be aligned to the Federal fiscal year. It shall be October 1-September 30.

7.2 Rules of Order. Robert's Rules of Order, Newly Revised, shall govern the proceedings of all meetings of the Board of Directors and its constituent parts, except as provided in these bylaws. A Parliamentarian may be appointed by and at the discretion of the board if the board deems it necessary.

7.3 Amendments to the By-laws. These bylaws or any section thereof may be amended or repealed in any respect not inconsistent with the Articles of Incorporation by a two-thirds (2/3) vote of the Directors entitled to vote who are present at a meeting of the Members and Directors. Any proposal to amend the bylaws must be presented to the Secretary at least five (5) days before the meeting of the Board. Enough copies must be provided for Distribution to all directors by the Secretary or by the proposing Director at least five (5) days before the meeting.

7.4 Severability. The invalidity or unenforceability of any part of these bylaws shall not impair or affect in any manner the validity, enforceability or effect of the balance of these bylaws.

7.5 Laws Applicable. Minnesota Statutes, Chapter 317A, shall be applicable as to any matters or in any respects not otherwise covered by these bylaws.

ARTICLE VIII INDEMNIFICATION

8.1. Indemnification. Consistent with Minnesota Statutes, Section 317A.521, no director, incorporator, officer, trustee, or agent of the Corporation shall in any way, be personally or individually liable or responsible for any debt, or obligation incurred by, or on behalf of, or imposed upon, the Corporation. To the fullest extent permitted by Minnesota law, the Corporation shall indemnify and hold harmless every party serving in a capacity for the Corporation for any and all costs incurred in connection with the defense of any action, suit or proceeding in which he or she may be made a party or a witness by reason of their official capacity with the Corporation.

ARTICLE IX
BOOKS AND RECORDS

9.1 Books and Records. The Corporation shall keep at its registered office correct and complete copies of:

- A. Its Articles of Incorporation and Bylaws;
- B. Accounting Records (including financial statements and balance sheets); and
- C. Minutes of meetings of the Board of Directors and of committees having any of the authority of the Board of Directors.

Adopted this 9 day of March, 2015

By: _____

President of the Board of Directors

By: _____

Secretary of the Board of Directors