

**ARTICLES OF INCORPORATION
AND
AMENDED AND RESTATED
BYLAWS OF:

FAMILYWISE SERVICES**

ARTICLE I

Function of the Corporation

1.01) Name. The name of the Corporation shall be **FamilyWise Services** (the “Corporation.”)

1.02) Corporate Purposes and Powers. The purpose of the Corporation shall be to undertake activities of a social, civic, cultural and educational nature to strengthen families by promoting the safety, stability and well-being of children within the State of Minnesota. Such activities will include the necessary and appropriate supportive services to children and their families as determined by the Board of Directors of the Corporation (“Board of Directors” or “Directors” or “Board”). The Corporation shall have the power to engage in all lawful activities that may be reasonably necessary to accomplish the purpose of the Corporation, and to do and exercise other powers and authority which are now or will in the future be conferred upon nonprofit corporations under the laws of the State of Minnesota; provided, however, that no substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office, nor shall the Corporation engage in any transaction or carry on any other activity not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or as may hereafter be amended, supplemented or substituted.

ARTICLE II

Board of Directors

2.01) Responsibilities. The business and affairs of the Corporation shall be managed by or under the direction of the Directors.

2.02) Number. The number of Directors shall be not less than three (3) or more than fifteen (15) and may be increased by either amendment of these Bylaws or in the case of merger. Should a merger be approved by the Directors of both the Corporation and another organization, the number of Directors may increase to a maximum of twenty (20) for a transition period of 24 months.

2.03) Election of Members of the Board of Directors. Election of Directors to an open seat on the Board shall be held at any regularly scheduled meeting of the Board of Directors. Membership on the board shall be open to all individuals who are recommended by the Governance Committee and approved by the affirmative vote of a majority of the total number of Directors.

2.04) Length of Terms and Conditions for Re-Election. Each Director's term shall commence at the board meeting following their election and shall be deemed to expire on December 31, of the second year following their election or, if the Director is an officer, the expiration of their term of office. Each Director's term may be renewed for an additional two (2) years by vote of the Board. Directors may serve on the Board of Directors for a maximum of three (3) consecutive two-year terms.

2.05) Meeting Attendance. Directors are expected to attend all meetings. If a Director must be absent from the meeting, they should report their absence to the Secretary before the meeting. If such advance notice is not possible, they should report the absence to the Secretary as soon as practicable thereafter.

2.06) Resignation; Effective Date. Resignation from the Board of Directors for any reason other than expiration of elected term must be submitted to the Secretary of the Corporation in writing. A resignation shall be deemed to take effect upon its receipt by the Secretary, unless some other effective date is specified therein.

2.07) Removal of Director. A Director may be removed from the Board of Directors by a vote of the majority of other Directors at a regularly scheduled board meeting. Removal of a Director shall be effective upon the mailing of a written notice to the Director who is removed from the Board of Directors. Grounds for considering removal of a Director include: (1) conduct deemed not ethical or in conflict with the values and mission of the Corporation; (3) chronic lack of participation and inadequate support for the work of the board.

2.08) Vacancies. Any vacancy occurring in the membership of the Board of Directors is to be filled by a candidate elected by a vote of the majority of the remaining Directors, though less than a quorum, at any meeting.

2.09) Meetings. There shall be at least four regular meetings of the Board of Directors, one that may be designated the Annual Meeting.

2.10) Notice of Meetings. A written notice of each meeting of the Board of Directors stating the place, day and hour of such meeting shall be delivered either personally, by mail, by facsimile, or by e-mail to each Director not less than three (3) or more than thirty (30) days prior to the date of the meeting. If mailed, the notice shall be deemed to be effective when deposited in the United States mail, addressed to the Director at the Director's address as it appears on the records of the Corporation with proper postage prepaid. Facsimiles and e-mail shall be deemed to be effective upon transmission to a bona fide telephone number or e-mail address. If the day, time, and place of a regular or special meeting is announced at a previous meeting of the Board of Directors and noted in the minutes of that meeting, another notice is not required.

2.11) Quorum; Voting. One-half (1/2) of the entire Board of Directors shall constitute a quorum at all meetings of the Board of Directors, and the act of the majority of the Directors present at a meeting at which a quorum is present shall be considered to be an act of the Board of Directors, except as otherwise provided by applicable law, in the Corporation's Articles of Incorporation or in these Bylaws. If practicable, Directors may participate in a meeting of the board by means of a conference telephone, video call or similar device which allows all persons participating in the meeting to hear each other, and such participation in a meeting shall be deemed present in person at such meeting. In the event that an emergency vote is needed to pass such resolutions, grants of authority or other business in the exercise of the Directors' duties pursuant to these bylaws and

the mission of the Corporation, an electronic vote may take place under the applicable provision of Minnesota Statute 317A.111, section 317A.443, as now in force or as may hereafter be amended, supplemented or substituted.

2.12) Compensation. No Director shall be a paid trustee, agent, client or employee of the Corporation or receive a fee for services rendered to or on behalf of the Corporation.

2.13) Leave. Any Director may request a leave of absence from the Board of Directors for up to six months. Such request should be made in writing to the President. The President must respond to any request in writing within a reasonable time period. During an approved leave of absence from the Board of Directors, the absent Director will not be counted in determining whether or not a quorum of the Board of Directors is present.

2.14) Powers. The Board of Directors shall have the control and management of the affairs, business, and property of the Corporation. It may from time to time establish committees, enter into contractual arrangements, or employ staff to carry out such tasks necessary to carry on the business of the Corporation, provided that those tasks are not restricted to the board by these bylaws or the laws of the State of Minnesota.

The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the Corporation and such authority may be general or confined to specific instances.

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

All checks, drafts, and other orders of payment of money issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as the Board of Directors by resolution may direct.

2.15) Action. Action taken by a majority of the Directors with or without a meeting is nevertheless board action if written or electronic consent to the action is signed by all the Directors and filed with the minutes of the proceedings of the board, whether done before or after the action so taken. The act of giving consent shall constitute a waiver of notice.

ARTICLE III

Officers

3.01) Number and Purpose. Each year at a regular or special meeting of the Board of Directors held, the Board of Directors shall elect at least four (4) Officers to serve terms of one (1) year each, ending on December 31, except that the term of President shall be (2) years.

3.02) Eligibility. To be eligible for election an Officer must be a current member of the Board of Directors. All Officers shall be elected by a majority vote of the Board of Directors.

3.03) Resignation; Effective Date. Resignation of an Officer for any reason other than expiration of elected term must be submitted to the Secretary of the Corporation in writing. A resignation shall be deemed to take effect upon its receipt by the Secretary, unless some other effective date is specified therein.

3.04) Removal of an Officer. An Officer may be removed from office by a recommendation of the President and/or Governance Committee and a vote of the majority of other Directors present at a meeting. Removal of an Officer shall be effective upon the mailing of a written notice to the Officer who is so removed.

3.05) Vacancies. A vacancy in any office because of death, resignation, removal or otherwise, may be filled for the unexpired term by a Director elected at any meeting of the Board of Directors by a majority vote of the remaining Directors.

ARTICLE IV

Duties of Officers

4.01) President. Subject to the direction of the Board of Directors, the President shall maintain a current general overview of the affairs and business of the Corporation. The President shall preside at all meetings of the Board of Directors and of the Executive Committee. The President shall be an ex officio member of all standing committees of the Corporation and shall make recommendations as to committees and the members.

4.02) Vice President. The Vice President shall act in place of the President in the latter's absence, whether by resignation, disability, removal, or otherwise. If the President has resigned or has been removed, the Vice President shall serve as acting President until a new President has been elected.

4.03) Treasurer. The Treasurer shall have general responsibility for the Corporation's funds and accounts, subject to the order of the Board of Directors and with recommendations from the Finance Committee. The Treasurer shall cause proper books of accounts to be kept, which at all reasonable times shall be open to the examinations of any member of the Board of Directors, and reports therefore shall be rendered at such times as the President or Board of Directors shall order. The Treasurer shall make certain that the books are audited no less frequently than annually by a certified public accountant or as required by the law of the State of Minnesota.

4.04) Secretary. The Secretary shall ensure accurate minutes are kept of the meetings of the Board of Directors, including attendance, and shall arrange for their distribution to the Directors, and shall call and provide notice for meetings of the Board of Directors as provided in these Bylaws. The Secretary shall maintain a log of meeting attendance, reasons for absences of any Director not present at a meeting, and when notice of such absence was provided, if at all, by the absent Director. The Secretary shall provide such information to the Governance Committee when a Director has had two absences from regularly scheduled board meetings within any six month period.

ARTICLE V

Standing Committees

5.01) General Provisions. The committees described in this Article shall constitute the Standing Committees of the Corporation. The Board of Directors may, upon a majority vote of the Board at a regular or special meeting, create additional Standing Committees. Persons appointed to

serve on a committee do not have to be a member of the board. However, only a member of the board may serve as chairperson of a committee. In addition, upon the recommendation of the President and the approval of a majority of the Board of Directors, staff of the Corporation may be appointed as non-voting, ex officio members to one or more of the committees. At least one Executive Committee member shall sit on each Standing Committee. No Executive Committee member shall be chair of more than one Standing Committee. Each Standing Committee may create one or more subcommittees composed of members of the Standing Committee to perform or address particular functions of that committee. The Standing Committee shall determine the scope of duties, membership, and term of each subcommittee. Every Director shall serve on at least one Standing Committee.

5.02) Executive Committee. The Executive Committee shall consist of the Officers of the Board of Directors and shall, between meetings of the Board of Directors of the Corporation, oversee significant actions of the Corporation on behalf of the Board of Directors. Any action of the Executive Committee shall be reported for ratification at the next meeting of the Board of Directors and, if appropriate, may be reported sooner by mail, email or telecopy. A simple majority of the members of the Executive Committee shall constitute a quorum. The Executive Committee serves as the Personnel Committee of the Board.

5.03) Finance Committee. The Finance Committee shall be chaired by the Treasurer. The Finance Committee shall oversee the financial management of the Corporation and shall make appropriate recommendations to the Board of Directors regarding financial matters, policies, and procedures affecting the Corporation.

5.04) Board Governance, and Nominations Committee (“Governance Committee”). This Committee shall be composed of at least two Board members and the ex officio staff member. The Committee shall:

- a) review evaluation, communication, and decision-making processes of the Board of Directors of the Corporation and propose revisions thereto, as necessary;
- b) review the Articles of Incorporation and Bylaws of the Corporation from time to time and propose revisions thereto which it deems necessary or appropriate;
- c) evaluate the membership needs of the Board of Directors and make recommendations regarding the same to the Board of Directors, and recruit for nomination new members of the Board of Directors who would meet those needs;
- d) evaluate and recommend removal of Officers to the Board of Directors based on excessive absences, when appropriate;
- e) oversee the orientation of new members of the Board of Directors;
- f) nominate a slate of Officers of the Corporation from among the members of the Board of Directors; and
- g) make recommendations regarding Board governance policies and procedures.

5.05) Development Committee. The function of the committee will be to support the Board in fundraising and development activities. The committee will set resource development policies

and procedures and review as needed. Review yearly fundraising plan as developed by the staff, carry out fundraising activities to help meet fundraising goals and review/suggest fundraising strategies. Identify and appoint leadership for event and committee members/staff to serve as liaison to each event.

ARTICLE VI

Staff

6.01) Executive Director. The Board of Directors shall employ an Executive Director who, subject to the direction of the Board of Directors shall have responsibility for the day-to-day operations and management of the Corporation. The Executive Director shall have responsibility for the employment and discharge of staff pursuant to established policies and procedures of the Corporation. The Executive Director shall, as directed by the Board of Directors, have the authority to sign on behalf of the Corporation all necessary and appropriate documents regarding the daily operation of the Corporation, and to execute all contracts and expenditures within the Corporation's approved program and budget. The Executive Director shall also, as directed by the Board of Directors, have the authority to sign on behalf of the Corporation all necessary and appropriate documents or messages regarding the education of Corporation's community, opportunities to provide deliberation on public policies, engagement of its constituents in advocacy activities and other promotion of community interests pursuant to the regulations and requirements of nonprofit organizations to participate in advocacy and policy making and restrictions on partisan political campaign activity and other lobbying activities that may threaten Corporation's exemption status. The Executive Director shall also act as the liaison between the Board of Directors and staff and shall provide staff support to the committees established by the Board of Directors and shall be an ad hoc non-voting member of all Standing Committees. The Executive Director shall also oversee the implementation of the policies and procedures of the Corporation.

ARTICLE VII

Fiscal Year

7.01) Fiscal Year. The fiscal year of the Corporation shall be January 1 to December 31.

ARTICLE VIII

Indemnification

8.01) Indemnification of Directors, Officers and Others; Liability Insurance. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever brought, whether civil, criminal, administrative or investigative, by reason of the official capacity of that person, to the fullest extent permitted under the applicable provision of Section 317A.521 of the Minnesota Nonprofit Corporation Act, as now in force or as may hereafter be amended, supplemented or substituted, and the Corporation may indemnify such other persons as the Board of Directors of the Corporation shall deem necessary or proper from time to time.

Indemnification provided by this Bylaw shall be in addition to and independent of and shall not be deemed exclusive of any other rights to indemnification to which any person may be entitled by contract or otherwise under applicable law. Indemnification provided by this Bylaw shall continue as to a person who has ceased to be a Director, Officer, employee or agency, shall inure

to the benefit of the heirs, executors and administrators of such person, and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this Bylaw. However any indemnification realized other than under this Bylaw shall apply as a credit against any indemnification provided by this Bylaw.

The Corporation's management shall have authority to purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation who may be indemnified to the extent of such person's right to indemnity under this Article VIII of these Bylaws.

ARTICLE IX
Dissolution of the Corporation

9.01) Dissolution of the Corporation. Upon dissolution of the Corporation, the Corporation's assets shall be distributed in the manner required by Section 317A.735 of the Minnesota Nonprofit Corporation Act, as now in force or as may hereafter be amended, supplemented or substituted; provided, however, that in all events the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as now in force or as may hereafter be amended, supplemented or substituted, as designated by a majority vote of the Board of Directors of the Corporation to be most in accord with the purposes of the Corporation as set forth in these Bylaws and in the Articles of Incorporation; provided, further, however, that no Director, Officer or employee of the Corporation or any other private individual shall receive any assets of the Corporation other than as reasonable compensation for services rendered or in repayment of sums loaned or advanced to the Corporation.

ARTICLE X
Parliamentary Procedure

10.01) Rules of Order. The rules of order governing meetings of the Corporation shall be Robert's Rules of Order.

ARTICLE XI
Amendments to the Bylaws

11.01) Amendments to the Bylaws. These Bylaws may be amended by simple majority vote of the Board of Directors provided that each Director has received at least thirty (30) days written notice of the proposed changes.

11.02) Inconsistencies. In case any revisions of the bylaws or any amendments shall be inconsistent with the Articles of Incorporation, the Articles of Incorporation shall govern.

Amended by the Board of Directors:

June 8, 2020