

BYLAWS OF
MINNESOTA RECOVERY CONNECTION

This instrument constitutes the Bylaws of Minnesota recovery connection, a Minnesota nonprofit corporation, adopted for the purpose of regulating and managing the internal affairs of the corporation.

ARTICLE I

CORPORATE SEAL

The corporation shall not have a seal.

ARTICLE II

MEMBERS

Section 2.1. This corporation shall have no members. Any action or approval of the members or shareholders of a corporation which would otherwise be required by the terms of any agreement to which this corporation is a party, or by which this corporation is bound, or by the provisions of any law, rule or regulation to which this corporation is subject, requires only action or approval of the Board.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1. General Powers; Designation. The business and charitable affairs of the corporation shall be managed by or under the direction of a Board of Directors elected by the affirmative vote of a two-thirds (2/3) of directors present at a duly held meeting. The Board of Directors shall have primary responsibility for overseeing the activities of

this corporation; engaging in long-range planning for this corporation; ensuring the mission of this corporation; and approving the annual budget for this corporation.

Section 3.2. Chemical Use Policy. All directors shall be free of chemical use problems for a minimum of two years .

Section 3.3. Number of Directors. The Board of Directors shall consist of a minimum of six individuals, or such other number as shall be established from time to time by resolution of the Board of Directors.

Section 3.4. Honorary Directors. The directors may designate persons as Honorary Directors, by the affirmative vote of a majority of the directors. Honorary Directors shall not have the right to vote and shall not be counted in determining whether a quorum is present at meetings. Except as otherwise determined by resolution of the directors, Honorary Directors shall be invited to attend all meetings of the Board of Directors and all ceremonies and their advice and wise counsel shall always be welcomed.

Section 3.5. Terms of Directors. Directors shall serve for a term of three (3) years each, and shall be elected such that one-third (1/3) of the directors are elected each year.

Section 3.6. Quorum. At all meetings of the Board of Directors a majority of the directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business.

Section 3.7. Number Required for Action by Directors. Except where otherwise required by law, the Articles or these Bylaws, the affirmative vote of a majority of the directors present at a duly held meeting shall be sufficient for any action.

Section 3.8. Action Without a Meeting. 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 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 Bylaws, 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 principal 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.

Section 3.9. Regular Meetings/Annual Meeting. The Board of Directors shall have regular meetings at such places and times as it shall establish by resolution. The

annual meeting of the Board of Directors shall be at such time and place as may be designated by resolution of the Board of Directors.

Section 3.10. Special Meetings. Special meetings of the Board of Directors may be called at any time upon request of the President, or any two (2) directors, provided that any such request shall specify the purpose or purposes for the meeting. The President shall set the date for the special meeting within three (3) working days of making or receiving such a request and shall give not less than five (5) nor more than thirty (30) days written notice of the time, place and purpose of such special meeting.

Section 3.11. Resignation of Directors. A director may resign at any time by giving written notice to the Secretary of the corporation. The resignation is effective without acceptance when the notice is given to the corporation, unless a later effective time is specified in the notice.

Section 3.12. Removal of Directors. A director, including an Honorary Director, may be removed from office, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting; provided that not less than five (5) days and not more than thirty (30) days notice of such meeting stating that removal of such director is to be on the agenda for such meeting shall be given to each director. Any director missing two (2) consecutive meetings may be terminated by the affirmative vote of a majority of the directors.

Section 3.13. Vacancies. In the event of the death, removal or resignation of a director, a successor to fill the unexpired term shall be elected by the affirmative vote of a majority of the directors present at a duly held meeting.

Section 3.14. Proxies. Neither a director nor a committee member shall appoint a proxy for himself or herself, nor shall he or she vote by proxy.

Section 3.15. Place of Meetings. The Board of Directors and any committee thereof may hold their meetings at such places, whether in this state or in any other location, as a majority of the directors then in office may from time to time appoint. Upon failure to appoint any other place, such meetings shall be held at the principal offices of the corporation.

Section 3.16. Electronic Meetings. A meeting among directors by a means of communication through which the directors may simultaneously hear each other during the conference is a meeting of the Board of Directors, 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 is a quorum. A director may participate in a meeting by any means of communication through which the director or committee member, other participants, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by the above-mentioned means is personal presence at the meeting. As used in these Bylaws, “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. The procedures in this Section 3.16 shall also apply to any committee appointed by the Board of Directors and to the members of any such committee.

Section 3.17. Notice of Meetings. Whenever under the provisions of these Bylaws notice is required to be given to any director or other person, it shall be construed to require personal notice, but such notice may be given:

- (a) when mailed to the director or other person at an address designated as the last known address of the director or person or at the address of the director or person in the corporate records;
- (b) when communicated to the director or other person orally;
- (c) when handed to the director or other person;
- (d) when left at the office of the director or other person with a clerk or other person in charge of the office, or if there is no one in charge, when left in a conspicuous place in the office;
- (e) if the office of the director or other person is closed or if there is no office, when left at the dwelling or usual place of abode of the director or other person with a person of suitable age and discretion residing in the house;
or
- (f) when communicated to the director or other person by facsimile, e-mail, or other electronic means, at a facsimile number or e-mail address designated by the director or other person; or
- (g) when the method is fair and reasonable when all the circumstances are considered.

Notice by mail is given when deposited in the United States mail with sufficient postage. Notice is considered received when it is given.

Section 3.18. Waiver of Notice. Any director may execute a written waiver of notice of any meeting required to be given by statute or by any provision of these Bylaws either before, at or after that meeting, and such waiver when signed and filed as hereinafter provided shall be equivalent to notice. Such waiver shall be filed with the Secretary, who shall enter it upon the minutes or other records of that meeting. Appearance at a meeting by a director shall be deemed a waiver of notice thereof, unless the appearance is solely for the purpose of asserting the illegality of the meeting.

Section 3.19. Payment of Directors. Directors shall not be compensated for their duties as directors, except that directors may be reimbursed for expenses incurred on behalf of the corporation.

ARTICLE IV

OFFICERS

Section 4.1. Officers. The officers of the corporation shall be a President, a Secretary, a Treasurer, and such other officers as the Board of Directors may, from time to time, appoint.

Section 4.2. Duties of Officers. The duties of the officers of this corporation shall be:

Section 4.2.1. President. The President shall preside at all meetings of the Board of Directors and shall oversee the long term goals and purposes of the corporation. He or she shall also perform such other duties as may be determined from time to time by the Board of Directors.

Section 4.2.2. Secretary. The Secretary or his or her designee shall attend all meetings of the Board of Directors and any committee thereof, and keep the

minutes of such meetings, give notices, prepare any necessary certified copies of corporate records, and perform such other duties as may be determined from time to time by the Board of Directors.

Section 4.2.3. Treasurer. The Treasurer shall (1) be a member of the Finance Committee of the corporation; (2) periodically review financial statements of the corporation; and (3) perform such other duties as determined by the Board of Directors. All requests by the Treasurer for financial information or records pertaining to the corporation shall be made to the Executive Director of the corporation.

Section 4.3. Salaries of Officers. No officer shall receive compensation for services rendered to the corporation in any capacity.

Section 4.4. Officers as Members of Board of Directors. All officers shall be members of the Board of Directors.

Section 4.5. Resignation of Officers. An officer may resign at any time by giving written notice of the resignation to the Secretary of the corporation. The resignation is effective without acceptance when notice is given to the corporation, unless a later effective date is named in the notice.

Section 4.6. Removal of Officers. Any officer appointed by the Board of Directors may be removed, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given.

Section 4.7. Vacancies. The Board of Directors shall fill any vacancy in an officer's position due to death, resignation or removal.

ARTICLE VI

EXECUTIVE DIRECTOR

The Executive Director shall be the chief administrator and executive officer of the corporation, and shall be responsible for preparation of notices and minutes of meetings of the Board. The Executive Director shall serve as advisor to the President and Executive Committee of the Board. The Executive shall assemble information and data and cause to be prepared special reports as directed by the program of the Corporation. The Executive Director shall be a non-voting member of the Board of Directors, the Executive Committee, and all other Committees. With assistance of the officers, the Executive Director shall be responsible for administration of the plan of action in accordance with the policies and regulations approved by the Board of Directors.

ARTICLE VI

COMMITTEES

Section 6.1. Executive Committee. There shall be an Executive Committee composed of all of the officers of the corporation. The Executive Committee shall act only during the intervals between meetings of the Board of Directors, and shall be subject at all times to the control and direction of the Board of Directors.

Section 6.2. There shall be a Finance Committee appointed by the President. The Treasurer is the Chair of the Finance Committee. The Finance Committee shall be responsible for all financial plans and policies, the annual budget and use of endowment funds of the corporation.

Section 6.3. Other Committees. The Board of Directors may establish one or more other committees having the authority of the Board in the management of the business of the corporation to the extent determined by the Board of Directors. The President shall appoint members of all such committees.

ARTICLE VII

STANDARD OF CARE AND

CONFLICTS OF INTEREST

Section 7.1. Standard of Care. It is the responsibility of each director of this corporation to discharge his or her duties as a director in good faith, in a manner the director reasonably believes to be in the best interests of this corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 7.2. Conflicts of Interest. A proposed contract or transaction between the corporation and any Interested Person or between a Related Organization and any Interested Person, or between the corporation and any Organization in which an Interested Person serves as director, officer or legal representative or has a Material Financial Interest, may not be entered into until and unless:

- (a) the material facts as to the contract or transaction and as to the interest of an Interested Person are fully disclosed or known to the Board of Directors or a committee, as the case may be; and
- (b) a majority of the Board of Directors or such committee in good faith authorizes and approves the contract or transaction, but the Interested

Person shall not be counted in determining the presence of a quorum and shall not vote.

Section 7.3. Definitions. For purposes of this Article VII, the following terms shall have the meanings indicated:

- (a) “Interested Persons” means and includes directors and officers.
- (b) “Organization” means a corporation, partnership, joint venture, association, trust, estate, enterprise, or other legal or commercial entity.
- (c) “Related Organization” means an Organization that, directly or indirectly, controls, is controlled by, or is under common control with, the corporation.
- (d) An Interested Person has a “Material Financial Interest” in an Organization in which the Interested Person, or the spouse, parents, children and spouses of children, brothers and sisters or spouses of brothers and sisters, of the Interested Person have a material financial interest.

Section 7.4. Ratification. If a director discovers that he or she (or another Interested Person) has entered into a contract or transaction with the corporation without the authorization and approval of the Board of Directors (or a committee designated by the Board), the director shall immediately disclose the material facts regarding the contract or transaction to the Board of Directors (or a committee designated by the Board). Thereupon the Board of Directors (or committee) shall review the contract or transaction to determine whether the contract or transaction should be ratified.

Section 7.5. Exception. The procedures described in Section 7.2 are not required if the contract or other transaction is with a Related Organization.

ARTICLE VIII

FINANCE

Section 8.1. Receipt of Gifts. Any dues, contributions, grants, bequests or gifts made to the corporation shall be accepted or collected only as authorized by the Board of Directors.

Section 8.2. Deposit of Funds. All funds of the corporation shall be deposited to the credit of the corporation under such conditions and in such banks as shall be designated by the Board of Directors.

Section 8.3. Access to Corporate Assets. All contracts, checks and orders for the payment, receipt or deposit of money, and access to securities of the corporation shall be as provided by the Board of Directors.

Section 8.4. Title to Property. Title to all property shall be held in the name of the corporation.

Section 8.5. Annual Budget. The annual budget of estimated income, income expense and capital expense shall be approved by the Board of Directors.

ARTICLE IX

INDEMNIFICATION

Section 9.1. In General. Subject to Section 9.2 hereof, the corporation shall indemnify and make advances to each person who is or was a director, officer, or employee of the corporation, or a member of any committee, to the full extent mandated by, and in accordance with, Section 317A.521 of the Minnesota Nonprofit Corporation Act, without prohibitions, limitations or conditions other than those set forth in said Section 317A.521.

Section 9.2. Limitation on Indemnification. Indemnification pursuant to Section 8.1 hereof shall be for the sole and exclusive benefit of the person expressly identified therein, and no other person, corporation, or legal entity of whatever nature shall have any rights thereunder by way of voluntary or involuntary assignment, subrogation, or otherwise.

Section 9.3. Insurance. The corporation may provide, maintain, and pay for insurance on behalf of any person indemnified pursuant to Section 9.1 hereof.

ARTICLE X

AMENDMENT OF BYLAWS

These bylaws may be amended at any time and from time to time by the affirmative vote of a majority of the directors who are present at a duly held meeting, provided that written notice of the meeting and of the proposed amendment shall be given to each director not less than five (5) nor more than thirty (30) days before any meeting of the Board of Directors at which an amendment of the Bylaws is to be adopted.

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