

RESTATED BY LAWS
OF
HENNEPIN COUNTY BAR FOUNDATION

As adopted May 2012

ARTICLE 1 MEMBERS AND MEETING OF MEMBERS

1.1 Members. The members of the corporation shall consist solely and exclusively of the persons who are the class A directors: The immediate past President, the President, the President-elect, the Secretary, and the Treasurer of the Hennepin County Bar Association. All members shall be members in good standing of the Hennepin County Bar Association during any period in which they are members of the corporation. Failure to do so shall be grounds for immediate removal under Article 2.4.

1.2 Annual Meetings. The President of the Foundation shall preside at all meetings of the members. An annual meeting of the members shall be held in each calendar year for the election of directors in class B and for the transaction of any other business properly coming before it. The time and place for an annual meeting shall be established by the board and notice of such meeting shall be given as hereinafter provided. The annual meeting of members may immediately precede or occur within the annual meeting of the Board of Directors, as set forth in Article 2.7 hereof. If no annual meeting of the members has been held during the immediately preceding 15 months, then the annual meeting of members shall be called by the president, vice president or secretary upon demand of any member, or any class B director, and notice of such meeting shall be given as hereinafter provided. At each annual meeting of the members, the members of the corporation shall elect the class B directors.

1.3 Special Meetings. Special meetings of the members may be called for any purpose at any time by the president, or the board of directors, or by any two or more members. A person or group entitled to call a special meeting may make a written request to the president or secretary to call the meeting. Such officer shall give notice, as hereinafter provided, of the meeting within seven days after receiving the request. If the officer fails to give such notice within seven days, then the person or group who requested the meeting may fix the time and place of the meeting and give notice in the manner hereinafter provided.

1.4 Place of Meeting. Meetings of the members shall be held at the registered office of the corporation, or at such other place as may be designated by the board of directors.

1.5 Notice of Meetings. The president or secretary shall give to each member and each class B director at his or her address as shown on the books of the corporation, written notice of each annual or other meeting of members, and of a membership vote by mail on any issue, at least five but not more than thirty days prior to the date thereof. Such notice shall state the time and place of the meeting, and, in case of a special meeting, the purpose or purposes thereof. Notice of any meeting of only members may be waived in writing by members either before, during or after such meeting. Telephone, telegraphic, fax or E-mail notice may be substituted for written notice of any regular or special meetings of the members.

1.6 Waiver of Notice. A member may waive notice of any meeting before, at or after the meeting, orally or by attendance. Attendance at a meeting by a member is a waiver of notice of that meeting unless the member attends the meeting solely for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. Attendance at and participation in a meeting by a member is not a waiver of notice of a particular item of business if the member objects before a vote on an item of business on the grounds that the item may not be lawfully considered at such meeting, provided that the member does not participate in the consideration of the item at such meeting.

1.7 Quorum. One third (1/3) of the total number of members, present in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of members. To establish a quorum in a vote by mail, a minimum of one third (1/3) of the member ballots must be returned by the deadline stated in the ballot. If a quorum is not present at a meeting, those members present may adjourn the meeting until such time as a quorum is present. At the reconvened meeting, once a quorum is present, any business may be transacted which might have been transacted at the meeting that was adjourned. When a quorum has been present at a meeting and members have withdrawn from the meeting so that less than a quorum remains, the members still present may continue to transact business until adjournment.

1.8) Voting. At each meeting of members, each member may vote in person or by written proxy. All proxies shall be filed with the secretary of the meeting at or before the meeting. Each member shall have one vote on any matter on which members have the right to vote. Members may vote by voice or by ballot or by other means permitted by these Bylaws. Except as otherwise required by law, the Articles of Incorporation, or these Bylaws, all elections and questions shall be decided by a majority vote of the members present in person or by proxy at any meeting at which a quorum is present. There shall be no cumulative voting by the members of the corporation.

1.9) Telephone Conference Meetings. A conference among members, or among members of any committee designated by the members, by any means of communications through which the participants may simultaneously hear each other during the conference, constitutes a meeting of the members, or the committee, 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. Participation in a meeting by said means constitutes personal presence at the meeting.

1.10) Voting by Mail. When determined to be advisable by the members, the entire vote on any single issue may be by mail. In such case the notice shall state each issue to be voted on by mail and, in accordance with the notice requirements of these Bylaws, shall further state the date by which the ballot must be returned to the corporation to be a valid vote for such issues. The notice shall be accompanied by a written form of ballot covering each issue on which a mail vote is to be had.

1.11) Authorization Without a Meeting. Any action which may be taken at a meeting of the members may be validly taken without a meeting if a consent in writing, setting forth the actions so taken is signed by all of the members entitled to vote with respect to the subject matter thereof. Any such consent shall be filed with the secretary of the corporation.

ARTICLE 2. BOARD OF DIRECTORS

2.1) General Powers. The property, affairs and business of the corporation shall be managed by its board of directors.

2.2) Number Qualification and Term of Office. The board of directors of the corporation shall consist of persons designated as class A and class B directors whose number, qualifications and terms of office shall be as follows:

- (a) Class A directors shall consist solely and exclusively of the persons who constitute the members of the corporation.
- (b) Class B directors shall be such persons, other than class A directors, as may from time to time be elected to the board of directors by the members of the corporation. The class B directors shall be divided into three groups, with the term of office of one group expiring each year. The number of class B directors shall not exceed twenty-one (21), and shall not be less than six (6). All Class B directors shall be members in good standing of the Hennepin County Bar Association; provided, however, that any Class B director holding office on July 1, 2010, who is not then a member of the association shall not be required to become a member until the end of his/her term of office.
- (c) If a class B director becomes a member of the corporation, he or she shall concurrently therewith automatically become a class A director of the corporation and cease to be a class B director. The remaining class B term, if any, of the director shall then be filled in accordance with the vacancy policy of paragraph 2.5.
- (d) No Class B director shall serve more than two consecutive three year terms. If during the course of service as an officer of the HCBF an individual would exceed these term limits for service on the Board of Directors, such term limits would be waived through the completion of the officer track (ending with service as Past President). Any Class B director as of July 1, 2010 shall be eligible

to serve the remainder of his/her term, notwithstanding the preceding sentence.

2.3) Resignation. Any class A or B director may resign as a director of the Foundation at any time by giving written notice to the secretary. Such resignation shall take effect at the time specified therein, but in no event earlier than the date of receipt by the secretary.

2.4) Removal. Any director may be removed, either with or without cause, at any time, by a vote of two thirds of the members of the corporation, at a special meeting of the members called for the purpose; and the vacancy in the board of directors caused by any such removal shall be filled in accord with the vacancy policy of paragraph 2.5. In the event any class A director is removed, he or she shall concurrently therewith automatically be disqualified as and cease to be a member of the corporation. Any director whose removal is contemplated shall be given at least five-days notice of the meeting at which the removal is to be considered, and shall be given an opportunity to be heard at the meeting before the question of removal is decided by the board.

A class B director may also be removed by a majority vote of the class B directors at a regular or special meeting of the board, and the vacancy in the board of directors shall be filled in accord with the vacancy policy of paragraph 2.5. Any director whose removal is contemplated shall be given at least five-day notice of the meeting at which the removal is to be considered, and shall be given an opportunity to be heard at the meeting before the question of removal is decided by the board.

2.5) Vacancies. Vacancies among the class B directors shall be filled by a vote of the remaining class A and B directors. A person so elected to fill a vacancy shall serve as a director for the remainder of the term of office of the director whose vacancy is being filled. No vacancy need be filled unless necessary to maintain the minimum number of directors required by these Bylaws.

2.6) Quorum and voting. One-third of the directors currently holding office shall constitute 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. At the reconvened meeting, once a quorum is present, any business may be transacted which might have been transacted at the meeting that was adjourned. 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 a number of directors originally present leaves less than the proportion or number otherwise required for a quorum. Except as otherwise required by law or the Articles of Incorporation, the acts of a majority of that number of directors present at the convening of a meeting at which a quorum was present shall be the acts of the board of directors. Each director shall have one vote regardless of whether they are a member of class A or B.

2.7) Board Meetings; Place and Notice. The annual meeting of the board of directors shall be held for the purpose of election of officers and the transaction of any other business properly coming before it. There may be such other meetings of the board as may be held from time to time at any place that the board may designate, but no less than three meetings of the board (including the annual meeting) shall be held each year.

In the absence of designation by the board, board meetings shall be held at the principal executive office of the corporation, except as may be otherwise unanimously agreed orally, or in writing, or by attendance. The president or any two directors may call a board meeting by giving at least five but not more than thirty days notice to all directors of the date and time of the meeting. Except as provided herein, the notice need not state the purpose of the meeting, and may be given by mail, telephone, or in person. If a meeting schedule is adopted by the board, or if the date and time of a board meeting has been announced at a previous meeting, no notice is required. Telephone, telegraphic, fax or E-mail notice may be substituted for written notice of any regular or special meetings of the board.

2.8) Waiver of Notice. A director may waive notice of any meeting before, at or after the meeting, in writing, orally or by attendance. Attendance at a meeting by a director is a waiver of notice of that meeting unless the director attends the meeting solely for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. Attendance at and participation in a meeting by a director is not waiver of notice of a particular item of business if the member objects before a vote on an item of business on the grounds that the item may not be lawfully considered at such meeting, provided that the director does not participate in the consideration of the item at such meeting.

2.9) Telephone Conference Meetings. A conference among directors, or among 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, constitutes a meeting of the board or the committee, 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. Participation in a meeting by such means constitutes personal presence at the meeting.

2.10) Action Without Meeting. An action required or permitted to be taken at a board meeting may be taken by written action signed by all of the directors.

2.11) Compensation. No director shall receive any compensation for his or her services as a director unless such compensation is authorized by resolution of the board of directors. Directors may be reimbursed for any expenses of attendance at meetings of the board, if reimbursement is authorized by resolution of the board. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE 3 OFFICERS

3.1) Number. The officers of the corporation shall be a president, a vice president, a secretary, a treasurer, and a past president. Any of the offices or functions of the offices may be held or exercised by the same person.

3.2) Election Term of Office and Qualifications. At the annual meeting of the board of directors, the board shall elect the officers. Each such officer shall hold office until the next annual meeting and until his or her successor is elected and has qualified,

the officer resigns his/her position as officer or as a board member, or until he or she has been removed in the manner herein provided.

3.3) Removal. Any officer may be removed, with or without cause, by the board of directors whenever in its judgement the best interests of the corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of such officer.

3.4) Resignation. Any officer may resign at any time by giving written notice to the corporation. The resignation is effective when notice is given to the corporation, unless a later date is specified in the notice, and acceptance of the resignation shall not be necessary to make it effective.

3.5) Vacancies. If there is a vacancy in any office of the corporation, by reason of death, resignation, removal or otherwise, such vacancy may be filled for the unexpired term by the board of directors.

3.6) President. The president shall (a) preside at all meetings of the members and of the directors; (b) be the chief executive officer of the corporation; (c) have general active management of the business of the corporation; (d) see that all orders and resolutions of the board are carried into effect; (e) 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 is required by law to be exercised by another person or is expressly delegated by the Articles, these Bylaws, or the board to some other officer or agent of the corporation; and (f) perform all duties incident to the office of president, and such other duties as may from time to time be prescribed by the board.

3.7) Vice President. The Vice President shall perform such duties as may be delegated by the board or by the president. In the absence of the president, the vice president shall preside at all meetings of the members and the board. The vice president shall serve as a member of the Hennepin County Bar Association Board of Directors during the period of his/her office.

3.8) Secretary. The secretary shall (a) attend all meetings of the members, the board of directors, and the executive committee; (b) keep in the minute book proper minutes of the proceedings of all such meetings; (c) give all required notices; (d) have custody of the corporate records; and (e) perform such other duties as may from time to time be prescribed by the board.

Assistant Secretary: The Secretary may delegate the functions of his/her office to employees of the Hennepin County Bar Association, but shall remain responsible to the Foundation for the completion of those functions.

3.9) Treasurer. The treasurer shall (a) keep accurate financial records for the corporation; (b) deposit all monies, drafts and checks in the name of and to the credit of the corporation in such banks and depositories as the board of directors shall designate from time to time; (c) endorse for deposit all notes, checks and drafts received by the corporation as ordered by the board, making proper vouchers therefor; (d) disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by

the board; (e) render to the president and the board of directors, whenever requested, an account of all of his or her transactions as treasurer and of the financial condition of the corporation; and (f) perform such other duties as may be prescribed by the board of directors or the president from time to time.

4.0) Past President. The Past President shall perform such duties as may be delegated by the board or by the president.

ARTICLE 4 COMMITTEES

4.1) Executive Committee. The board of directors shall designate three or more of its members, a majority of whom shall be class A directors, as an executive committee, which, to the extent determined by the board, shall have and exercise the authority of the board in the management of the business of the corporation. The executive committee shall act only in the intervals between meetings of the board and shall at all times be subject to the control and direction of the board. A majority of the executive committee shall constitute a quorum for the transaction of any business.

4.2) Nominating & Governance Committee. The president, in consultation with the members of the corporation, annually appoints a five member Nominating & Governance Committee, two of whom shall be members of the corporation. Each appointment shall be made with due regard for diversity and shall be for a term of one year. One member of the Nominating & Governance Committee shall be designated as chair. The Nominating & Governance Committee shall nominate at least one Class B director for each officer position. The Nominating & Governance Committee shall advise the members of the corporation on the criteria and identity of Class B directors to be appointed. The Nominating & Governance Committee shall also develop board development plans and such other and further governance plans and amendments thereto as may be appropriate.

4.3) Strategic Planning Committee. The board of directors shall name a Strategic Planning Committee whose members shall ensure the board is regularly engaged in addressing strategic concerns of the Foundation and shall oversee related research and planning processes as may be appropriate. The vice president ex officio shall chair the strategic planning committee.

4.4) Other Committees. The board of directors may from time to time establish such other committees as it may deem proper, and may prescribe the functions and duties of such committees and the terms of membership of committee members. The president shall appoint all committee members subject to ratification by the board. Committee members need not be directors of the corporation.

4.5) Action Without Meeting. An action required or permitted to be taken at a committee meeting may be taken by written action signed by all of the members of the committee.

ARTICLE 5 FISCAL YEAR

5.1) Fiscal Year. The fiscal year of the corporation shall end on the thirtieth day of June in each year.

ARTICLE 6 EXECUTION OF CONTRACTS

6.1) Contracts. The board of directors may authorize any officer or officers, or agent or agents, to enter into any contract, or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. Except as otherwise provided in these Bylaws and except as from time to time authorized by the board of directors, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or to render it liable pecuniarily for any purpose or in any amount.

ARTICLE 7 INDEMNIFICATION

7.1) Indemnification. The corporation shall indemnify such persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent, as permitted by Minnesota Statutes, Section 317A.521, as now enacted or hereafter amended.

ARTICLE 8 AMENDMENTS

8.1) Amendments. The board of directors shall have the authority to amend these Bylaws, in whole or in part, at any meeting of directors where one-half of the directors are present, upon the vote of two-thirds majority of all directors present; provided, however, that written notice of the proposed amendment or amendments shall have been given to all directors at least five but not more than thirty days prior to the meeting.