

**Bemidji Area Council of Nonprofits (BACN)
MISSION STATEMENT**

The Bemidji Area Council of Nonprofits (BACN) is an organization of organizations that are incorporated as nonprofits, provide direct human services for disenfranchised people, and are located in the Bemidji area.

BACN is committed to the following:

- * The continued autonomy of private nonprofit human service organizations in the area.
- * The mutual support and affirmation of each other.
- * The continued contribution of the private nonprofit human service sector to the improvement of the quality of life for Bemidji area residents.

BACN members believe that everyone deserves a decent quality of life, including a non-violent environment with fair treatment of all segments of the population. Further, everyone should be treated with respect. People should be assisted in seeing alternatives, but the choice and control should remain the prerogative of the individual. People also deserve to receive services in a non-judgemental, empowering atmosphere.

BACN members also believe they have the responsibility to advocate for those who receive their services, as well as to inform and educate their community regarding these needs.

To maximize service and minimize cost, BACN believes that private nonprofit human service organizations must coordinate, collaborate, and integrate their services.

BACN strives to improve organizational efficiency and effectiveness through two levels of activities. The levels move from minimum to maximum challenge/impact/commitment, as follows:

1. Coordination/information sharing/support/sponsorship of community events
2. Direct service/administrative collaboration and integration of services and/or merger of organizations.

Recognizing that organizations differ in their needs, affiliations, and limitations, BACN members may choose their level of participation.

11-19

ARTICLES OF INCORPORATION
OF
BEMIDJI AREA COUNCIL OF NONPROFITS, INC.

The undersigned incorporation, being a natural person of full age, for the purpose of forming a corporation under Minnesota Statutes, Chapter 317A, known as the Minnesota Nonprofit Corporation Act, does hereby form a corporation and adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation shall be BEMIDJI AREA COUNCIL OF NONPROFITS, INC.

ARTICLE TWO

The purpose of the corporation is to assist non-profit organizations which are located in the Bemidji area and which provides direct human services for disadvantaged people in the coordination and integration of their programs in order to maximize service and minimize cost. This assistance shall include, but shall not be limited to, coordination and co-location of services, information sharing, sponsorship of events, direct services, administrative collaboration and integration of services, and merger of organizations.

ARTICLE THREE

The corporation shall not afford pecuniary gain, incidentally or otherwise, to its members.

ARTICLE FOUR

The period of duration of corporate existence is perpetual.

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ARTICLE FIVE

The post office address or registered office of the corporation shall be:

510 Paul Bunyan Drive SW
Bemidji, Minnesota 56601

ARTICLE SIX

The name and address of the incorporator is:

Sheldon D. McRae, Jr.
12257 East Movil Lake Road NE
Bemidji, MN 56601

ARTICLE SEVEN

The names, and addresses, and terms of office of the first directors are:

April Collman
Adult Day Services
2508 Washington Ave. SE
Bemidji, MN 56601

First meeting of members

Judy Selby
April's Shelter, Inc.
2525 Bemidji Ave.
Bemidji, MN 56601

First meeting of members

Lois Jenkins
Bemidji Community Food
Shelf, Inc.
606 Lincoln
Bemidji, MN 56601

First meeting of members

Lucille Moe
Bi County Community Action
Programs, Inc.
P. O. Box 579
Bemidji, MN 56601

First meeting of members

Clark Fairbanks
Evergreen House
P. O. Box 225
Bemidji, MN 56601

First meeting of members

Jean Christensen
Lutheran Social Services
of Minnesota, Inc.

First meeting of members

404 4th Street NW, Suite 225
Bemidji, MN 56601

Karen Janov
Northwoods Coalition for
Battered Women
P. O. Box 563
Bemidji, MN 56601

First meeting of members

Lynne Holt
Planned Parenthood of MN
Box 961
Bemidji, MN 56601

First meeting of members

Danna Farabee
Sexual Assault Program
of Beltrami, Cass and
Hubbard Counties, Inc.
P. O. Box 1472
Bemidji, MN 56601

First meeting of members

Sharon Ericson
Upper Mississippi Mental
Health Center
P. O. Box 640
Bemidji, MN 56601

First meeting of members

Linda Bowman
Ours to Service House
of Hospitality
416 Irvine Ave. NW
Bemidji, MN 56601

First meeting of members

ARTICLE EIGHT

The extent of personal liability of members for corporate obligations is none.

ARTICLE NINE

The corporation shall not have corporate stock.

ARTICLE TEN

The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or corresponding section of any future tax code.

ARTICLE ELEVEN

The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE TWELVE

The corporation will not return any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE THIRTEEN

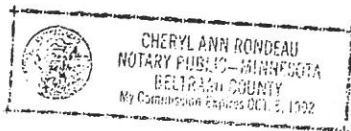
The corporation will not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or corresponding section of any future tax code.

ARTICLE FOURTEEN

The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or corresponding section of any future federal tax code.

STATE OF MINNESOTA)
) ss.
COUNTY OF BELTRAMI)

The foregoing instrument was acknowledged before me this 31st day of August, 1992.



Cheryl Ann Rondeau
Notary Public

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

SEP 11 1992

Joan Anderson Howe

Secretary of State

BY LAWS OF THE
BEMIDJI AREA COUNCIL OF NON-PROFITS

ARTICLE I

OFFICES

An office of the corporation shall be located in the City of Bemidji, County of Beltrami, State of Minnesota.

ARTICLE II

MEMBERS

Section 1. Membership to the corporation shall be open to nonprofit organizations which are located in the Bemidji area and which provide direct human services for disadvantaged people.

Section 2. Each member organization shall be entitled to one (1) vote on all matters submitted to the Annual Meeting for a vote.

Section 3. The Board of Directors by affirmative vote of two-thirds (2/3) of all members of the Board may suspend or expel a member of cause after an appropriate hearing.

Section 4. Member organizations may voluntarily withdraw membership from the corporation by stating in writing their wish to be removed from membership.

ARTICLE III

ANNUAL MEETING

Section 1. An annual meeting of the members shall be held in the month of September each year for the purpose of nominating and electing Officers, receiving and accepting the year end reports, and approval of long range plans.

A. There shall be elected a Chair, Assistant

Chair, Treasurer and Secretary as vacancies exist as specified in Article X.

B. Voting shall be by secret or verbal vote.

C. Officers shall be elected by a majority of members present.

D. Election of officers shall be singular and independent and not by slate.

E. The outgoing Chair shall appoint a committee of three (3) to count official ballots.

F. Voting by proxy, by absentee ballot, or cumulative voting shall not be allowed.

G. Each member shall designate one Director to represent it for the issuing year, or until the next meeting of members.

Section 2. All members of the general public may attend any open meeting of the Board of Directors, but have no voting privileges.

Section 3. Special meeting of the members may be called by the Chair, the Board of Directors, or by not less than one tenth (1/10) of the current members.

Section 4. The Board of Directors may designate any place within the County of Beltrami, State of Minnesota, as the place of meeting for the annual, regular or special meeting called by the Board of Directors.

Section 5. Written or printed notice stating the place, day and hour, and purpose of any meeting of the members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than seven (7) days before the date of such meeting, by or at the direction of the Chair, or the Secretary or Officers or members calling the meeting. In case of a special meeting, or when required by

statute or by these By-laws such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the corporations, with postage thereon prepaid.

Section 6. A majority of the members present at a meeting shall be necessary for action.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. The Board of Directors shall manage the affairs of the corporation subject to the Articles of Incorporation and the By-Laws which includes establishing the operating policies of the corporation, hiring and supervising the Executive Director, overseeing the fiscal affairs of the corporation and hearing grievances raised within the context of the personnel policies established by the Board.

Section 2. The Board of Directors shall consist of the Executive Director/Agency Representative of member agencies.

Section 3. The term of each director shall be one (1) year, or until a successor is appointed or qualified.

Section 4. No compensation will be paid to any member of the Board of Directors for services as a member of the Board. Reasonable expenses incurred by Directors in carrying out their assigned duties may be eligible for reimbursement.

Section 5. A Director shall discharge the duties of their position in good faith and in a manner reasonably believed to be in the best interest of the program. Individual Directors have no authority except that which is delegated by the Board.

Board members will conduct themselves in an ethical and respectful manner making proper use of authority. Directors are expected to act within the framework established by the Mission Statement, Articles of Incorporation, By-Laws, the Operating Policies, and State and Federal Law.

Section 6. No Director or Officer of the Board or member or their families may, by association with the corporation, use it's name, business accounts, equipment services or other consideration for their personal use or consumption, nor may any Director or Officer of the board or any member of their immediate families be a paid employee, or client service volunteer of the corporation.

Section 7. A director who so performs those duties is not civilly liable for any act or omission. The organization or agent thereof is not liable, if the persons act or omission was in good faith, was within the scope of the person's responsibilities, and did not constitute willful or reckless misconduct.

A. Directors are individually liable in the following acts or omissions; breach of fiduciary duties or contractual obligations, or physical injury or wrongful death to the person of another that is personally and directly caused by the negligence of the individual Director.

Section 8. Any member may remove the director which it has designated to represent it, at any time, and for any reason. In the event that a director is removed by a member, that member shall have the right to designate a new director, who will serve until removed or until the next meeting of members.

Section 9. Any action of the Board of Directors, other

than an action requiring member approval, may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the Board at which all directors were present. When written action is taken by less than all directors, all directors will be notified immediately of its text and effective date.

ARTICLE V

TERMS OF OFFICE

Section 1. Officers and Directors shall take office after the annual meeting in which they were elected, or, if elected after the annual meeting, as soon as elected, Such Officers and Directors shall serve for a period of two (2) years from the time of their installation.

Section 2. No officer shall be eligible for the same position for more than two (2) consecutive terms.

Section 3. Withdrawal of an Officer or Director from the membership of the corporation shall cause his/her place on the Board to become vacant.

Section 4. Vacancies on the Board of Directors or by the position of any office shall be filled by the appointment by the Chair with the approval of the Board of Directors, even if the Board represents less than a quorum and the appointee is to serve for the duration of the term of the individual whose position he/she was appoint to fill.

Secton 5. A director may be suspended or removed by a two-thirds (2/3) affirmative vote of the Board of Directors, or by a majority vote of the membership for; three (3) consecutive

absences or violations of Article IV, Section 5 of these By-Laws.

A. Directors being considered for removal or suspension shall be notified seven (7) days prior to the meeting in which the action will be considered.

B. The removal or suspension of a Director is effective at the date of notice issued by the Board of Directors.

Section 6. Directors may request leaves of absence on approval two-thirds (2/3) vote of the Board. Directors receiving leaves absences will not be counted in a quorum.

ARTICLE VI

OFFICERS

Section 1. The Officers of the corporation shall be one (1) Chair, one (1) Vice Chair, one (1) Secretary, and one (1) Treasurer.

Section 2. An Officer may be removed by a two-thirds (2/3) affirmative vote of the Board of Directors for failure to fulfill their duties as set forth in these By-Laws.

Section 3. Any vacancy in an office may be filled by the Board of Directors for the unexpired portion of the term.

Section 4. Duties of the Chair.

A. The Chair will be the principal officer of the corporation. It will be the duty of the Chair to preside at all meetings of the Board of Directors, general membership meetings, and to have general supervision of the affairs of the corporation. She/he will execute on behalf of the corporation all contracts, deeds, conveyances and other instruments in writing that may be required or authorized by the Directors, except in such cases in which such authority is expressly delegated to another officer or agent of the corporation.

B. The Chair shall appoint all committees as may

be necessary during their term.

C. The Chair shall be responsible for implementing the decisions of the Board of Directors and shall make a full report of the year's work to the membership at the annual meeting.

Section 5. Duties of the Vice Chair.

A. It will be the duty of the Vice Chair to act in the absence or disability of the Chair and to perform such other duties as may be assigned by the Chair or the Board. In the absence of the Chair the execution by the Vice Chair on behalf of the Corporation in any instrument will have the same force and effect as if it were executed on behalf of the Corporation by the Chair.

Section 6. Duties of the Secretary.

A. The Secretary will maintain all records, correspondence, and papers relating to the business of the corporation except those of the treasurer.

Section 7. Duties of the Treasurer.

A. The treasurer shall monitor and is responsible for fiscal records, fiscal transactions and the adherence to the fiscal policies of the corporation set by the Board of Directors.

B. The Treasurer shall present, or cause to be presented, to the Board of Directors at regular meetings a report on the fiscal transactions since the previous meeting.

Section 8. Any Officer of the corporation, in addition to the powers conferred upon her/him by the By-Laws will have such additional powers and perform such additional duties as may be prescribed from time to time by said Board.

ARTICLE VII

COMMITTEES

Section 1. The Board of Directors may appoint one or more committees. A Committee shall have its general purposes and

objectives specified by the Board of Directors at the time of establishment and such purposes and objectives may be modified expended from time to time.

Section 2. Procedures and standards of conduct outlined in these By-Laws apply to committees and committee members to the same extent as they apply to the Board of Directors.

Section 3. Minutes of committee meetings must be made available to committee members and to the full Board of Directors.

Section 4. The Board of Directors by an affirmative vote of the majority may establish committees.

Section 5. Committees at all times are subject to the direction and control of the Board of Directors.

ARTICLE VIII

MEETINGS

Section 1. Regular meetings of the Board of Directors shall be held at least four (4) times per year.

Section 2. Meetings may be called by the Chair, three (3) Directors or one-tenth (1/10) of the members of the corporation.

Section 3. A director may participate in a board meeting by any means of communication through which the director, other directors participating, and all directors physically present at the meeting may simultaneously can communicate with each other during the meeting. Participation in a meeting by this means is personal presence at the meeting.

Section 4. A contract or action approved by the Board of Directors which is fair and reasonable at the time of the authorization may not be void or voidable because a conflict interest exists.

ARTICLE IX

AMENDMENTS

Section 1. These by-laws may be altered, amended or repealed and new by-laws adopted at any regular or special meeting of the Board of Directors at which a quorum is present and by affirmative vote of seventy-five percent (75%) of those directors present and voting.

ARTICLE X


IMPLEMENTATION

Section 1. The time for commencement of these by-laws shall be from the time of their adoption by the Board of Directors.

The foregoing by-laws were proposed to the Board of Directors of the Corporation with notice of the meeting of the directors to be held January 22, 1993, including a statement of the enclosed by-laws.

The resolution to adopt the by-laws was duly moved and seconded and upon vote taken by unanimous vote, quorum being present.

Dated this 22 day of January, 1993.


Chair

W. A. Christensen
Vice Chair

Lynne K. Holt
Secretary

Lillian A. Vane
Treasurer