

BYLAWS  
OF  
NORTH DAKOTA CHAPTER OF ASPIRE, INC.

1. OFFICES

1.1 Name and Registered Office.

The name of this non-profit corporation is North Dakota Chapter of ASPIRE, Inc. ("Corporation"). The principal office of the Corporation will be 2015-7<sup>th</sup> Avenue North, Grand Forks, ND 58203. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint or as the purposes of the Corporation may require.

2. PURPOSE

2.1 Purpose of the Corporation.

The Corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. These purposes shall include, but not be limited to, the following:

- a. To provide support, encouragement, and guidance to disadvantaged individuals seeking access to further education.
- b. To provide support and information to individuals and institutions working in coordinated efforts to encourage further education, access and success for disadvantaged populations.
- c. To assist individuals in obtaining advocacy support to get access to and promote success in further education for disadvantaged populations.
- d. To make available and maintain a resource library of research materials to be used in efforts to secure access and success in further education for disadvantaged populations.
- e. To obtain funds from public and private sources to carry out the above goals.

These charitable and educational purposes are intended to comply with Treasury Regulations §1.501(c)(3)-1(d)(2).

### **3. BOARD OF DIRECTORS**

#### **3.1 Management of Board of Directors.**

All corporate powers shall be exercised by or under the authority of the board of directors and the business and affairs of the Corporation shall be managed under the direction of the board of directors.

#### **3.2 Classification, Number, Tenure, and Qualifications of Directors.**

- a. **Number of Directors.** There shall be at least three (3) directors but not more than ten (10) directors.
- b. **Qualifications.** There shall be no set qualifications for directors.
- c. **Election.** An individual, after having been nominated by a director whose term has not yet expired, shall become a director of the Corporation upon the affirmative vote of a majority of the directors of the Corporation, provided, however, that a director whose term has expired but whose successor has not been elected and qualified may not participate in the vote for his or her position as a director.
- d. **Tenure.** Except as provided in the Articles of Incorporation relating to the first board of directors, each director shall hold office for a period of two (2) years or until the director dies, resigns or is removed. After expiration of a director's term, the director shall continue to serve until a successor has been elected and qualified or until there is a decrease in the number of directors. No director shall be precluded from being nominated and/or serving multiple or successive terms.

#### **3.3 Regular Meetings.**

The board of directors shall hold an annual regular meeting to be held on the month of October each year. No notice of an annual meeting other than this bylaw is required. The board of directors may provide, by resolution, the date, time and place (either inside or outside of North Dakota) of additional regular meetings without notice other than this resolution.

#### **3.4 Special Meetings.**

Special meetings of the board of directors may be called by any director. The person or persons calling a special meeting may fix any place, either inside or outside of North Dakota, as the place for holding the meeting.

### 3.5 **Meetings by Conference Telephone.**

The board of directors may permit any or all directors to participate in a meeting of the board of directors by, or conduct the meeting through use of any means of communication through which all persons participating in the meeting may hear each other simultaneously during the meeting. Participation in a meeting by this means is deemed physically present at the meeting. The chairman of the meeting may establish reasonable rules as to conduct the meeting by telephone.

### 3.6 **Notice of, and Waiver of Notice of, Special Meetings.**

- a. **Notice.** The director calling the special meeting shall give either oral or written notice of the date, time and place of any special meeting of the board at least ten (10) days before the meeting.
- b. **Waiver of Notice.** Any director may waive notice of any meeting before, at or after the meeting. Except as otherwise provided in this bylaw, the waiver must be in writing, signing by the director entitled to the notice, and filed with the minutes of corporate records. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director, at the beginning of the meeting, objects to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting.

### 3.7 **Quorum and Voting Requirements.**

A majority of the number of directors in office (within the range fixed by bylaw 3.2) shall constitute a quorum for the transaction of business at any meeting of the board of directors. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business unless adjournment, even though the withdrawal of a number of directors originally present leaves less than the proportion of members otherwise required for a quorum. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors. Each director shall have the number of votes enumerated in the Articles of Incorporation of the Corporation. Directors shall not vote or sign directors' resolutions by proxy.

### 3.8 **Presumption of Assent.**

The Corporation shall deem a director who is present at a meeting of the board of directors to have assented to the actions taken unless: (a) the director objects at the beginning of the meeting to holding the meeting or transacting business at the meeting and delivers written notice of the director's objection to the presiding officer before adjournment of the meeting or to the Corporation immediately after adjournment of the meeting; or (b) the director's dissent or abstention from the action taken is entered in the minutes of the meeting; or (c) the director delivers written notice of the director's dissent or abstention to the presiding officer before adjournment of the meeting or to the Corporation immediately after adjournment of the meeting.

The right of dissent or abstention is not available to a director who votes in favor of the action taken.

### **3.9 Action Without Meeting.**

Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if the number of directors, having a sufficient number of votes to take the same action at a meeting of directors, signs a written consent describing the action taken and deliver the consent of the secretary of the Corporation for inclusion in the minutes or filing with the Corporation records. An action taken under this bylaw without a meeting is effective when the last director signs the consent, unless the consent specifies a later effective date. A consent signed under this bylaw has the effect of a meeting vote and may be described as a vote in any document.

### **3.10 Removal of Director.**

Any director may be removed, with or without cause, by those directors eligible to elect such director pursuant to Bylaw 3.2(c) above.

### **3.11 Vacancies.**

If a vacancy occurs on the board of directors, including a vacancy resulting from an increase in the number of directors, the board of directors may fill the vacancy; or if the directors remaining in office constitute fewer than a quorum of the board of directors, they may fill the vacancy by the affirmative vote of a majority of all directors remaining in office.

A vacancy that will occur at a specific later date may be filled before the vacancy occurs; provided, however, that the new director may not take office until the vacancy occurs. A director elected to fill a vacancy shall be elected for the unexpired term of the director's predecessor in office.

## **4. OFFICERS**

### **4.1 Required and Permissible Officers.**

The officers of the Corporation shall include a president, a secretary, and a treasurer. In the discretion of the board of directors it shall be permissible to elect a chairman of the board of directors, one or more vice-presidents and any other officers and assistant officers deemed to be necessary or helpful. The same individual may simultaneously hold more than one office in the Corporation.

### **4.2 Election and Term of Office.**

The officers of the Corporation shall be elected annually by the board of directors at the annual meeting of the board of directors. If the election of officers is not held at the annual

meeting, the election shall be held as soon afterwards as is convenient. Each officer shall hold office until a successor is duly elected and qualified or until the officer's death, resignation or removal. The election or appointment of a person as an officer or the designation of a specified term does not grant contract rights to any officer, and the board of directors can remove the officer at any time prior to the termination of the offer's term.

#### 4.3 **Removal of Officers.**

The board of directors may remove any officer or agent at any time with or without cause. The removal shall be without prejudice to the officer's contract rights, if any, with the Corporation and to the contract rights of the Corporation, if any, with the officer.

#### 4.4 **Vacancies.**

A vacancy in any office due to the death, resignation, removal, disqualification, or other cause or failure of an officer to act, may, or in the case of the president and treasurer must, be filled by the board of directors for the unexpired portion of the term of office.

#### 4.5 **President.**

In general, the president shall perform all duties incident to the office of president and any other duties that the board of directors may assign to the president. The president shall be the principal executive officer of the Corporation and, subject to the control of the board of directors, shall, in general, supervise and control all the business affairs of the Corporation. The president may sign any deeds, mortgages, bonds, contracts, or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed.

#### 4.6 **Secretary.**

The secretary shall:

- (a) keep the minutes of meetings of the board of directors in one or more books provided for that purpose;
- (b) see that all notices are duly given in accordance with these bylaws or as required by law;
- (c) be custodian of the corporate records and of any seal of the Corporation;
- (d) when requested or required, authenticate any records of the Corporation;
- (e) sign with the president, or a vice-president, membership certificates for the Corporation, the issuance of which has been authorized by resolution of the board of directors;

- (f) in general, perform all duties incident to the office of secretary and any other duties that the president or board of directors may assign to the secretary; and
- (g) in the absence of a vice president, the secretary shall perform the president's duties in the absence of the president, or in the event of the president's death, inability, or refusal to act, and when so acting, shall have the powers and be subject to all the restrictions upon the president.

#### 4.7 **Treasurer.**

The treasurer shall:

- (a) keep accurate financial records for the Corporation;
- (b) deposit all money, drafts, and checks in the name of and to the credit of the Corporation in the banks and depositories designated by the board of directors.
- (c) endorse for deposit all notes, checks, and drafts received by the Corporation as ordered by the board of directors, making proper vouchers;
- (d) disburse corporate funds and issue checks and drafts in the name of the Corporation, as ordered by the board of directors
- (e) give to the president and the board of directors, whenever requested, an account of all transactions by the treasurer and of the financial condition of the Corporation; and
- (f) in general, perform all of the duties incident to the office of treasurer and any other duties that the president or board of directors may assign to the treasurer.

If required by the board of directors, the treasurer shall give a bond for the faithful discharge of duties in a sum and with the surety or sureties that the board of directors shall determine.

#### 4.8 **Assistant Secretaries and Assistant Treasurers.**

The assistant secretaries, when authorized by the board of directors, may sign and issue with the president or other authorized officer, or a vice-president, membership certificates of the Corporation, the issues of which has been authorized by resolution of the board of directors. The assistant treasurer shall, if required by the board of directors, give bonds for the faithful discharge of their duties in sums and with the sureties as the board of directors shall determine. In general, the assistant secretary and assistant treasurer shall perform the duties assigned to them by the secretary or treasurer, respectively, and any other duties that the president or board of directors may assign to them.

#### 4.9 **Salaries.**

The salaries of the officers shall be fixed from time to time by the board of directors and no officer shall be prevented from receiving a salary by reason of the fact that the officer is also a director of the Corporation, provided, however, that no salary or other payment shall be made if the same would cause such payment to be deemed a investment of benefits to a private individual in contravention of §501(c)(3) of the Internal Revenue Code of 1986, as amended and the Treasury Regulations promulgated thereunder.

#### 4.10 **Contract Rights.**

The election of appointment of an individual as an officer or agent does not, of itself, create any contract rights.

### **5. CONTRACTS, LOANS, CHECKS AND DEPOSITS; SOCIAL CORPORATE ACTS**

#### 5.1 **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. The authorization may be general or confined to specific instances.

#### 5.2 **Loans.**

No loans shall be contract on behalf of the Corporation by anyone and no evidence of indebtedness shall be issued in the name of the Corporation unless authorized by resolution of the board of directors. The authorization may be general or confined to specific instances.

#### 5.3 **Checks, Drafts, etc.**

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by the officer or officers, or agent or agents, of the Corporation and in the manner as shall from time to time be determined by resolution of the board of directors.

#### 5.4 **Deposits.**

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in banks, trust companies and other depositories as the board of directors may select.

## **6. MISCELLANEOUS**

### **6.1 Corporate Seal.**

The board of directors may, but are not required to, provide a corporate seal which shall be circular in form and shall be inscribed with the name of the Corporation and the state of incorporation.

### **6.2 Books and Records.**

The Corporation shall keep a permanent record of the minutes of all meetings of the board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by a committee of the board of directors acting in place of the board and on behalf of the Corporation. The Corporation shall maintain appropriate accounting records and such other records as are required by the Act to be kept by the Corporation at the principal office of the Corporation or at a location from which the records may be recovered within two (2) business days.

### **6.3 Committees.**

Committees to assist the board of directors, may be by the board of directors.

### **6.4 Amending Bylaws.**

The board of directors may amend or repeal these bylaws at any regular or special meeting of the board of directors.

### **6.5 Fiscal Year.**

The fiscal year of the Corporation shall be fixed by the board of directors.



**CERTIFICATE OF ADOPTION OF BYLAWS**

We, the undersigned, the directors and secretary of the Corporation, do hereby certify that the foregoing bylaws were adopted this date and the same do now constitute the bylaws of the Corporation.

Dated this \_\_\_\_ day of \_\_\_\_\_, 2005.

\_\_\_\_\_  
Elaine A. Metcalfe

\_\_\_\_\_  
Maria Schmidt

\_\_\_\_\_  
Karen Grabanski

\_\_\_\_\_  
Steve Schanandore

ATTEST:

\_\_\_\_\_  
Secretary