

**FOURTH AMENDED AND RESTATED  
BYLAWS OF  
IMMIGRANT LAW CENTER OF MINNESOTA, INC.**

**OFFICES**

**Section 1.1 Registered Office.**

The address of the registered office of Immigrant Law Center of Minnesota, Inc. (hereinafter "Corporation") shall be designated in the Amended and Restated Articles of Incorporation, as amended from time to time. The principal office of the Corporation shall be located at 450 North Syndicate Street, Suite 175, St. Paul, Minnesota 55104. The Corporation may change its registered office in accordance with Chapter 317A, Minnesota Statutes, as amended from time to time (hereinafter, "Chapter 317A").

**Section 1.2 Other Offices.**

The Corporation may have such other offices, within or without the State of Minnesota, as the Board of Directors may from time to time designate or the business of the Corporation may require.

**BOARD OF DIRECTORS**

**Section 2.1 Terminology.**

Directors shall be the only Members of the Corporation. All references in these Fourth Amended and Restated Bylaws to "Director," "Directors," or "Board of Directors" shall be deemed to also refer to one or more Members of the Corporation, where the context so requires.

**Section 2.2 Board to Manage; General Powers.**

The business, property and affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors will have all powers that may be exercised by the Corporation.

**Section 2.3 Number, Qualification and Terms.**

The number of Directors shall not be fewer than three (3) nor more than fifteen (15). The Directors shall determine, at their annual meeting, within the limits herein prescribed, the number of Directors to be elected for the upcoming year. Directors shall serve for terms of three (3) years, and they shall be staggered so that approximately one-third of the terms expire each year. The lengths of terms for any new Directors shall be staggered so that approximately one-third of all terms expire each year.

Board members of the Corporation are limited to six (6) consecutive years of service – two (2) terms. Any member of the Board as of September 14, 2012 who has already served six (6) consecutive years may serve an additional three (3) year term.

Founding Board members at the expiration of their terms may be appointed by the Board of Directors as honorary members.

**Section 2.4 Election of Directors.**

The Directors, at the annual meeting, shall elect Directors in the number previously determined hereunder, who shall hold office until their successors are elected and qualified, or until their death, resignation, removal or disqualification, as provided herein.

**Section 2.5 Meetings.**

**2.5.1. Schedule of Meetings.** 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. Regular meetings shall be held at least quarterly, and there may be such other regular meeting as may from time to time be scheduled by a majority of the Board of Directors. Special meetings of the Board of Directors may be called at any time by the Secretary of the Corporation, upon written request by the President or not less than one-third of the Directors.

**2.5.2. Place of Meetings.** Meetings of the Directors shall be held at such place as may be designated by the Board of Directors.

**2.5.3. Remote Communications.** Directors may participate in any meeting of the Board of Directors, the Executive Committee, or of any other duly constituted committee of the Board of Directors, by one or more means of remote communication, as such term is defined in Chapter 317A, whereby all persons participating in the meeting can communicate with each other on a substantially simultaneous basis. For the purpose of establishing a quorum and taking any action at the meeting, such Directors participating pursuant to this Subsection 2.5.3 shall be deemed present in person at the meeting, and the place of the meeting shall be the place of origination of the remote communication method.

**2.5.4. Notice of Meetings.** The Secretary shall give to each Director by mail, in person or electronically, written notice of the time and place of each annual meeting or regular meeting at least five (5) days prior to the date thereof. Notice of any special meeting shall be given by the Secretary at least ten (10) days prior to the date thereof by written notice to each Director by mail, in person or electronically. Notice in each case shall specify the time and place of the meeting and, in the case of a special meeting, the purpose or purposes thereof.

**2.5.5. Waiver of Notice.** Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The transactions taken at any meeting, however called and noticed and wherever and whenever held, shall be as valid as though taken at a meeting duly held in accordance with the other provisions of these Bylaws, if a quorum be present, and if, either before or after the meeting each of the Directors not present thereat shall give a waiver of notice as provided in these Bylaws. All such waivers of notice shall be made a part of the minutes of said meeting.

**2.5.6. Quorum.** One-third (1/3) of the members of the Board of Directors 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. 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.

**2.5.7. Act of the Board.** The Board shall take action by the affirmative vote of a majority of Directors present at a duly held meeting, except where Chapter 317A requires the affirmative vote of a larger proportion or number. Directors may not vote by proxy.

**2.5.8. Action without Meeting.** Any action which might be taken at a meeting of the Board of Directors may be validly taken without a meeting if all of the Directors shall sign a consent in writing to such action. Such consent shall be deemed signed by any Director who sends to the President an authenticated electronic communication, as such term is defined in Chapter 317A, that (i) indicates such Director's consent to the proposed action, and (ii) sets forth sufficient information from which the Corporation can reasonably conclude that the electronic communication was sent by such Director. Any such consent shall be filed with the Secretary of the Corporation.

## **Section 2.6 Resignation.**

Any Director may resign at any time by giving written notice to the Secretary. Such resignation shall take effect at the time specified therein. If any Director should tender a resignation to take effect at the future time, the remaining Directors shall have the power to elect a successor to take office at such time as the resignation shall become effective.

## **Section 2.7 Removal of Directors.**

In addition to the removal procedure established by Minnesota Statutes, Section 317A.223, a Director may be removed by a majority vote of the other Directors in attendance at a special meeting called for that purpose. Removal of a Director shall be effective upon the mailing of a written notice to the Director who is removed. An individual who is removed as a Director of the Corporation shall also automatically be deemed to have been removed as a Member of the Corporation.

## **Section 2.8 Vacancies.**

Any vacancy in the Board of Directors resulting from any cause may be filled by a majority of the Directors, though less than a quorum, at any meeting thereof. A person so elected to fill a vacancy shall serve as a Director for the remainder of the term of office of the Director who has been replaced and until a successor is elected by the Directors of the Corporation and has qualified.

## **Section 2.9 Compensation.**

A Director may receive reasonable compensation for service as a Director. Directors may be reimbursed for any expenses arising from attendance at a meeting of the Board. Nothing

herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

### **Section 2.10 Committees.**

**2.10.1. Executive Committee.** The Executive Committee, if any, shall be composed of all elected officers and committee chairpersons. Except as restricted by the Board of Directors, it 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.

**2.10.2. Other Committees.** A resolution approved by the affirmative vote of a majority of the Board of Directors may establish committees having the authority of the Board of Directors in the management of the Corporation and its affairs to the extent provided in the resolution. Committees are subject at all times to the direction and control of the Board of Directors. A committee must consist of one or more persons, who need not be Directors, appointed by the Board.

## **OFFICERS**

### **Section 3.1 Election, Term, Number and Qualification.**

The officers of the Corporation shall be a President, a Vice President, a Secretary and/or a Treasurer and such other officers as may from time to time be elected by the Board of Directors. Any two offices, except those of President and the Secretary may be held by the same person. At the annual meeting of the Board of Directors, the Board shall elect the officers. Each officer shall hold office until the next annual meeting and until his/her successor is elected and has qualified, or until such officer has been approved in the manner hereinafter provided.

### **Section 3.2 Duties.**

**3.2.1. President.** The President shall preside at all meetings of the Directors. The President may execute and deliver in the name of the Corporation any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the Corporation and in general shall perform all duties incident to the office of President, and such other duties as may from time to time be prescribed by the Board of Directors.

**3.2.2. Vice President.** The Vice President shall be chosen from the membership of the Board. In the event of the absence or disability of the President, the Vice President shall succeed to and perform the duties and exercise the powers of the President. The Vice President shall perform such other duties as may be prescribed by the Board of Directors.

**3.2.3. Treasurer.** The Treasurer shall (a) have charge and custody of all funds of the Corporation; (b) keep and render accurate account of all receipts and disbursements; (c) deposit all funds in the name of the Corporation in such banks or depositories as the Directors shall designate; (d) have the power to endorse for deposit all instruments received by the Corporation;

(e) disburse funds of the Corporation as directed by the Board of Directors; and (f) perform such other duties as may from time to time be prescribed by the Board of Directors.

**3.2.4. Secretary.** The Secretary shall (a) attend all meetings of 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 notice; (d) have custody of the corporate records; and (e) perform such other duties as may be assigned by the Board of Directors. The Board of Directors may designate such Associate Secretaries as it deems appropriate.

**3.2.5. Executive Director.** The duties and responsibilities of the Executive Director shall be the management of the day-to-day activities of the Corporation. This Individual shall be an attorney licensed to practice in the State of Minnesota and shall possess knowledge of immigration law, custom and practice. This individual shall have a demonstrated sensitivity to the cause of low-income immigrant legal and related matters. The Executive Director shall be the President of the Corporation.

### **Section 3.3 Resignation.**

An officer may resign at any time by giving written notice to the Corporation. The resignation is effective without acceptance when the notice is given to the Corporation, unless a later effective date is specified in the notice.

### **Section 3.4 Removal.**

Any officer may be removed by majority vote of the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

### **Section 3.5 Vacancies.**

If any office becomes vacant by reason of death, resignation, retirement, disqualification, removal, or other cause, the Directors then in office, although less than a quorum, may, or in the case of a vacancy in the office of President or Treasurer shall, by a majority vote choose a successor or successors who shall hold office for the unexpired term in respect of which such vacancy occurred.

### **Section 3.6 Delegation.**

Unless prohibited by a resolution approved by the affirmative vote of the Board, an officer of the Corporation may delegate some or all of the duties and powers of an office to other persons, provided that such delegation is in writing. An officer who delegates the duties or powers of an office remains subject to the standard of conduct for an officer with respect to the discharge of all duties and powers so delegated.

## FISCAL YEAR AND ANNUAL AUDIT

### Section 4.1 Fiscal Year.

The fiscal year of the Corporation shall end on December 31 of each year.

### Section 4.2 Annual Audit.

At the close of each fiscal year of the Corporation, the books and transactions of the Corporation shall be audited by an independent accountant as directed by the Board of Directors.

## INDEMNIFICATION

### Section 5.1 Definitions.

For purposes of this Article 5, the terms defined in this section have the meanings given them.

**5.1.1. Official Capacity.** “Official capacity” means (a) with respect to a Director, the position of director in a corporation, (b) with respect to a person other than a Director, the elective or appointive office or position held by an officer, member of a committee of the board, or the employment relationship undertaken by an employee of the corporation, and (c) with respect to a Director, officer, or employee of the corporation who, while a Director, officer, or employee of the corporation, is or was serving at the request of the corporation or whose duties in that position involve or involved service as a director, officer, partner, trustee, employee or agent of another organization or employee benefit plan, the position of that person as a director, officer, partner, trustee, employee, or agent, as the case may be, of the other organization or employee benefit plan.

**5.1.2. Proceedings.** “Proceeding” means a threatened, pending, or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of the Corporation.

### Section 5.2 Indemnification Required.

The Corporation shall indemnify a person made or threatened to be made a party to a proceeding by reason of the former or present official capacity of the person against judgments, penalties, fines, including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan, settlements, and reasonable expenses, including attorneys’ fees and disbursements, incurred by the person in connection with the proceeding, if, with respect to the acts or omissions of the person complained of in the proceeding, the person:

- (a) Has not been indemnified by another organization or employee benefit plan for the same liability described in the preceding paragraph with respect to the same acts or omissions;

- (b) Acted in good faith;
- (c) Received no improper personal benefit and the provisions of Chapter 317A relating to director conflicts of interest, if applicable, have been satisfied;
- (d) In the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful; and
- (e) In the case of acts or omissions occurring in the official capacity described in Subsection 5.1.1, clause (a) or (b), reasonably believed that the conduct was in the best interests of the Corporation, or in the case of acts or omissions occurring in the official capacity described in Subsection 5.1.1, clause (c), reasonably believed that the conduct was not opposed to the best interests of the Corporation. If the person's acts or omissions complained of in the proceeding relate to conduct as a Director, officer, trustee, employee, or agent of an employee benefit plan, the conduct is not considered to be opposed to the best interests of the Corporation if the person reasonably believed that the conduct was in the best interests of the participants or beneficiaries of the employee benefit plan.

### **Section 5.3 Advances.**

If a person is made or threatened to be made a party to a proceeding, the person is entitled, upon written request to the Corporation, to payment or reimbursement by the Corporation of reasonable expenses, including attorneys' fees and disbursements, incurred by the person in advance of the final disposition of the proceeding, (a) upon receipt by the Corporation of a written affirmation by the person of a good faith belief that the criteria for indemnification set forth in Section 5.2 have been satisfied and a written undertaking by the person to repay all amounts so paid or reimbursed by the Corporation, if it is ultimately determined that the criteria for indemnification have not been satisfied, and (b) after a determination that the facts then known to those making the determination would not preclude indemnification under this Article. The written undertaking required by clause (a) is an unlimited general obligation of the person making it, but need not be secured and shall be accepted without reference to financial ability to make the repayment.

### **Section 5.4 Reimbursement to Witnesses.**

This Article 5 does not require, or limit the ability of, the Corporation to reimburse expenses, including attorneys' fees and disbursements, incurred by a person in connection with an appearance as a witness in a proceeding at a time when the person has not been made or threatened to be made a party to a proceeding.

### **Section 5.5 Determination of Eligibility.**

**5.5.1. Procedure Generally.** All determinations whether indemnification of a person is required because the criteria set forth in Section 5.2 have been satisfied and whether a person is

entitled to payment or reimbursement of expenses in advance of the final disposition of a proceeding as provided in Section 5.3 shall be made:

- (a) By the Board by a majority of a quorum. Directors who are at the time parties to the proceeding shall not be counted for determining either a majority or the presence of a quorum;
- (b) If a quorum under clause (a) cannot be obtained, in accordance with Chapter 317A; or
- (c) If an adverse determination is made or if no determination is made within 60 days after the termination of a proceeding or after a request for an advance of expenses, as the case may be, by a court in this state, which may be the same court in which the proceeding involving the person's liability took place, upon application of the person and any notice the court requires.

**5.5.2. Alternative Procedure for Non-Management.** With respect to a person who is not, and was not at the time of the acts or omissions complained of in the proceedings, a Director, officer, or person possessing, directly or indirectly, the power to direct or cause the direction of the management or policies of the Corporation, the determination whether indemnification of this person is required because the criteria set forth in Section 5.2 have been satisfied and whether this person is entitled to payment or reimbursement of expenses in advance of the final disposition of a proceeding as provided in Section 5.3 may be made by an annually appointed committee of the Board, having at least one member who is a Director. The committee shall report at least annually to the Board concerning its actions.

#### **Section 5.6 Disclosure.**

If the Corporation indemnifies or advances expenses to a person in accordance with this section in connection with a proceeding by or on behalf of the Corporation, it shall report the amount of the indemnification or advance and to whom and on whose behalf it was made as part of the annual financial statements furnished to Directors pursuant to Chapter 317A covering the period when the indemnification or advance was paid or accrued under the accounting method of the Corporation reflected in the financial statements

### **NOTICES**

#### **Section 6.1 Notices.**

All notices required by the Bylaws shall be in writing and shall be mailed by the Secretary to the Directors entitled thereto, at the addresses shown on the records of the Corporation. Whenever under the provisions of these Bylaws or Minnesota Statute notice is required to be given to any Director, officer, or committee member, it shall not be construed to require personal notice, but such notice shall be given in writing by mail by depositing the same in the post office or a letter box within the United States of America, in a postpaid, sealed wrapper addressed to such Director, officer, or committee member at the last address of such

Director, officer, or committee member appearing on the books and records of the Corporation; or by prepaid telegram or telegraphic letter or by facsimile addressed to such Director, officer, or committee member, addressed in like manner, and such notice shall be deemed to have been given at the time when the same shall be thus mailed or deposited in the telegraph office.

**Section 6.2 Waiver of Notice.**

A Director may waive any notice required to be given by these Bylaws, or by the Amended and Restated Articles of Incorporation, or by statute, either before or after the time stated therein. Any such waiver, in writing, signed by the person entitled to notice shall be deemed equivalent to such notice. All waivers shall be filed with the records of the Corporation.

**MISCELLANEOUS**

**Section 7.1 Corporate Seal.**

The Corporation shall have no corporate seal.

**Section 7.2 Execution of Contracts.**

The Board of Directors, except as otherwise provided in these Bylaws, 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. Unless so authorized by the Board of Directors, no officer, agent or employee of the Corporation 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.

**Section 7.3 Deposits and Contributions.**

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may designate, or as may be designated by any officer or officers or agent or agents of the Corporation to whom such power may be delegated by the Board of Directors. For the purpose of such deposit, any person or persons to whom such power is so delegated may endorse, assign and deliver checks, drafts and such other orders for the payment of money which are payable to the order of the Corporation.

**Section 7.4 Amendments to Articles or Bylaws.**

The Amended and Restated Articles of Incorporation or these Fourth Amended and Restated Bylaws may be amended or repealed and new Articles or Bylaws may be adopted, in accordance with the provisions of Minnesota Statutes. Notice of the meeting and of the proposed amendments shall be given. The Articles or these Bylaws may be amended in any manner as provided in the Minnesota Nonprofit Corporation Statute, Minnesota Statutes, Chapter 317A, as now enacted or hereafter amended.

The undersigned, Jeannie Fox, hereby certifies that the foregoing Fourth Amended and Restated Bylaws were duly adopted as the complete Bylaws of the Corporation by the Directors of the Corporation as of September 14, 2012.

Name: Jeannie Fox  
Title: Board President

ATTEST:

Melissa Gupta