

**Bylaws  
of  
Talahi Care Center Resident Council, Inc.**

**Article 1  
Offices**

**Section 1. Principal Office**

The principal office of the corporation is located in Sherburne County, State of Minnesota.

**Section 2. Change of Address**

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

Address:           1717 Michigan Avenue SE  
                      St. Cloud, MN 56304-2024

**Article 2  
Nonprofit Purposes**

**Section 1. IRC Section 501(c)(3) Purposes**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

**Section 2. Specific Objectives and Purposes**

The specific objectives and purposes of this corporation shall be operated exclusively for charitable, community welfare, health, and educational purposes. This corporation shall be engaged in service to aged and disabled persons in the city of St. Cloud and its vicinity, State of Minnesota, the provision of services and activities meeting physical, emotional, social and other various needs of aged and disabled persons resident in the Talahi Care Center.

## **Article 3 Directors**

### **Section 1. Number**

The corporation shall have no fewer than six (6) and no more than fifteen (15) directors and collectively they shall be known as the Board of Directors.

### **Section 2. Qualifications**

Directors shall be of the age of majority in this state. Other qualifications for directors of this corporation shall be as follows: at least two (2) community representative directors shall be elected; one (1) president and one (1) vice-president of the Talahi Care Center Resident Council shall automatically be directors of this corporation; one (1) social worker, or a staff member in similar function of Talahi Care Center shall be elected by the members of this corporation as secretary/treasurer; and all remaining directors shall be from the St. Cloud community and be elected by the Board of Directors. At least a majority of the Board of Directors shall be individuals who are neither employed by, officers of, or directors of the Talahi Care Center.

### **Section 3. Powers**

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

### **Section 4. Duties**

It shall be the duty of the directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- c. Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these Bylaws;
- e. Register their addresses with the Secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

### **Section 5. Term of Office**

Each director shall hold office for a period of two (2) years and until his or her successor is elected and qualifies. Appointments for one half of the directors should be every other year as to ensure continuity. Terms of either one year or two years should be determined for each director during the same meeting as the passage of these by-laws.

### **Section 6. Compensation**

Directors shall serve without compensation, but may be reimbursed for expenses incurred in connection with the conduct of the corporate affairs of this corporation; provided however, that under special circumstances, with the full knowledge of the Board of Directors of this corporation, payment may be made for service rendered to this corporation by a member, director or officer, except that a reasonable fee may be paid to directors for attending regular and special meetings of the board.

### **Section 7. Place of Meetings**

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors.

### **Section 8. Regular Meetings**

Regular meetings of Directors shall be held at such dates, times and places as the Board of Directors may determine, but not less than quarterly.

### **Section 9. Annual Meeting**

The Board of Directors shall hold an annual meeting within thirty (30) days after the annual meeting of the members for the purpose of electing officers, electing certain directors and transacting such other business as may properly come before the meeting.

### **Section 10. Special Meetings**

Special meetings of the Board of Directors may be called by the President at any time and shall be called by the Vice President, the Secretary/Treasurer whenever requested to do so by any two directors. No director may call a special board meeting unless a majority of the directors so request in writing. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting. Business transacted at a special meeting shall be confined to the purpose stated in the notice of the meeting.

### **Section 10. Notice of Meetings**

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- a. **Regular Meetings.** No notice need be given of any regular meeting of the board of directors.
- b. **Special Meetings.** At least one week prior notice shall be given by the Secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty-four hours of the first facsimile transmission.
- c. **Waiver of Notice.** Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

### **Section 11. Quorum for Meetings**

A quorum shall consist of a majority of the members of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

### **Section 12. Majority Action as Board Action**

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

### **Section 13. Conduct of Meetings**

The President will preside over the Board of Directors of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary/Treasurer of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. Meetings shall be governed by Roberts Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws or with provisions of law.

#### **Section 14. Vacancies**

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

#### **Section 15. Nonliability of Directors**

The directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

#### **Section 16. Indemnification by Corporation of Directors and Officers**

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

#### **Section 17. Insurance for Corporate Agents**

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

### **Article 4 Officers**

## **Section 1. Designation of Officers**

The officers of the corporation shall be a President, a Vice President, Secretary and Treasurer. The corporation may also have a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers and other such officers with such titles as may be determined from time to time by the Board of Directors.

## **Section 2. Qualifications**

Any person may serve as officer of this corporation, except employees of the Talahi Care Center or members of the board of directors.

## **Section 3. Election and Term of Office**

Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office for a period of two (2) years, or until he or she resigns or is removed or is otherwise disqualified to serve. Officers may serve consecutive terms in office with no limitations on number of consecutive terms. The offices of Secretary and Treasurer may be held by the same person. Terms for the President and Vice-President will be staggered as to avoid replacing both during the same year. A term of two years will be placed on the President and one year on the Vice-President during the same meeting accepting these revised by-laws.

## **Section 4. Removal and Resignation**

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

## **Section 5. Vacancies**

Any vacancy caused by the death, resignation, removal, disqualification or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

## **Section 6. Duties of President**

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the

activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors and, if this corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board of Directors.

### **Section 7. Duties of Vice President**

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation or by these Bylaws or as may be prescribed by the Board of Directors.

### **Section 8. Duties of Secretary**

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof.

Ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.

Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.

## **Section 9. Duties of Treasurer**

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.

## **Section 10. Compensation**

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation.

# **Article 5 Committees**

## **Section 1. Executive Committee**

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of three (3) and two (2) directors for a total of five (5) board members and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committee and fill vacancies on the Executive Committee from the members of the board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records and report the same to the board from time to time as the board may require.

## **Section 2. Standing Committees**

The corporation shall have two standing committees as follows:

### **a. ON-CAMPUS Fund Raising**

The President will assign a chair, co-chair and members of this committee from the members of the board of directors. The goal of the committee is to plan, coordinate and conduct fund raising events on the campus of Talahi Care Center. This includes, but is not limited to, the annual carnival, holiday bake sale and any other activities as created by the On Campus Fund Raising committee. This committee may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

### **b. OFF-CAMPUS Fund Raising**

The President will assign a chair, co-chair and members of this committee from the members of the board of directors. The goal of the committee is to plan, coordinate and conduct fund raising off the campus of Talahi Care Center. This includes, but is not limited to, annual fund drives, corporate sponsorships, business cooperative programs and any other activities as created by the Off Campus Fund Raising committee. This committee may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

## **Section 3. Other Committees**

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

## **Section 3. Meetings and Action of Committees**

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and

regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

## **Article 6**

### **Execution of Instruments, Deposits and Funds**

#### **Section 1. Execution of Instruments**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, 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 monetarily for any purpose or in any amount.

#### **Section 2. Checks and Notes**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation, or, in their absence, the signature of any two officers of the Board of Directors.

#### **Section 3. Deposits**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

#### **Section 4. Gifts**

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the nonprofit purposes of this corporation.

## **Article 7**

### **Corporate Records, Reports and Seal**

#### **Section 1. Maintenance of Corporate Records**

The corporation shall keep at its principal office:

- a. Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- c. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- d. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

## **Section 2. Corporate Seal**

The Board of Directors may adopt, use and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

## **Section 3. Directors' Inspection Rights**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws and provisions of law.

## **Section 4. Members' Inspection Rights**

If this corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- a. To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the corporation, which demand shall state the purpose for which the inspection rights are requested.
- b. To obtain from the Secretary of the corporation, upon written demand on, and payment of a reasonable charge to, the Secretary of the corporation, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available within a reasonable time after the demand is received by the Secretary

of the corporation or after the date specified therein as of which the list is to be compiled.

- c. To inspect at any reasonable time the books, records or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the Secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws and provisions of law.

### **Section 5. Right to Copy and Make Extracts**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

### **Section 6. Periodic Report**

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

## **Article 8 IRC 501(c)(3) Tax Exemption Provisions**

### **Section 1. Limitations on Activities**

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

### **Section 2. Prohibition Against Private Inurement**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

### **Section 3. Distribution of Assets**

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

### **Section 4. Private Foundation Requirements and Restrictions**

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

## **Article 9 Amendment of Bylaws**

### **Section 1. Amendment**

These Bylaws may be revised or amended from time to time at any regular or special meeting of the Board of Directors by a majority vote of all directors, upon at least thirty (30) days written notice, which shall state the text of the proposed revision or amendment. In addition, for any amendments to Section 1, 2, 3, and 4 hereof, or any other sections hereof in which members may have rights under State of Minnesota law, the members must also approve such amendments by a majority vote of the members present at a meeting for which at least thirty (30) days written notice incorporating therein the proposed amendment has been given.

## **Article 10 Members**

## **Section 1. Determination and Rights of Members**

The corporation shall have only two members: the Administrator and the Social Worker of the Talahi Care Center.

## **Article 11**

### **Construction and Terms**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, and Organizational Charter, Corporate Charter or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

### **ADOPTION OF BYLAWS**

The forgoing bylaws of Talahi Care Center Resident Council, Inc. were adopted by the Board of Directors at a duly called meeting held on November 13, 2003

TALAHY CARE CENTER RESIDENT COUNCIL, INC.

<signed>

Wendy Avery, Secretary/Treasurer