

AMENDED AND RESTATED BYLAWS OF WACOSA

THESE AMENDED AND RESTATED BYLAWS (“this Agreement”) of WACOSA are made and entered into this 21st day of March, 2016, as adopted by the WACOSA Board of Directors. These Amended and Restated Bylaws amend, restate, and supersede any and all prior bylaws of this organization.

ARTICLE I BOARD OF DIRECTORS

Section 1: Composition.

The Board of Directors shall consist of at least twelve (12) Directors and shall not exceed twenty-one (21) Directors. The election of Board members shall be made by the existing Board membership at the time of the Annual Election. Recommendations for membership shall be made by the committee holding responsibility for recruitment / nominations at least one month prior to the annual elections. Nominations for membership of the Board from the floor are not excluded.

The Board membership shall include representation from the following four groups:

- (1) family members or citizen advocates for individuals who are disabled;
- (2) professional people having responsibilities for services to individuals who are disabled;
- (3) community representatives, and
- (4) a person with a disability.

It is recommended that membership of the Board of Directors include a diverse selection of community professional, business and lay representatives to achieve an effective community representation for the Board of Directors.

Section 2: Term of Office.

Board members will be elected for a three-year term of office commencing in January following the November Annual Election. In addition, a member who wishes to remain on the Board after completing a three-year term, must be reelected by the Board at this time. Should vacancy in Board membership occur, a replacement may be elected for the remainder of the unfilled term as provided by Section 8 of this Article. No Board member may serve for more than nine consecutive years.

Section 3: Powers.

The full management of the affairs of WACOSA shall be vested in the Board of Directors. The Board shall be responsible for the conduct of business of WACOSA and shall exercise all powers normally assigned to the Board by law. A Board member may not transfer their membership or their right arising from it.

Section 4: Duties.

It shall be the duty of the Board of Directors to:

- (a) Recruit and promote financial support for programs and services from sources such as business, labor, industrial, and private foundations, voluntary agencies, and general public, as well as one's personal connections in the community;
- (b) Establish governance policies which include adherence to the Duties of Care, Loyalty and Obedience as outlined by the State Attorney General;
- (c) Promote and enter into working agreements with the other social service and educational agencies, both public and private, that provide services to individuals who are disabled;
- (d) Review WACOSA's annual budget and audit to ensure that resources are managed effectively;
- (e) Ensure that WACOSA has effective organizational planning;
- (f) Ensure that WACOSA remains focused on its mission and periodically review and evaluate, periodically, the services provided by WACOSA which will be made available to its consumers and the public;
- (g) Employ the necessary staff that will function under the policies adopted by the Board to effect the purposes of WACOSA;
- (h) Maintain consistent attendance and active participation at Board and committee meetings;
- (i) Remain in compliance with all Minnesota State rules and regulations, as well as Federal rules and regulations as they apply to WACOSA;
- (j) Any other responsibilities which the Board agrees to establish for itself as required for the effective operation of WACOSA.

Section 5: Meetings.

Meetings shall be held no less than six(6) times per year, pursuant to a schedule voted upon by the Board, unless the Board, at a regular meeting, shall vote to omit certain meetings. A special meeting may be called by the President with the approval of two other Board members. Board members will receive a notice of the next meeting at least seven days in advance. Notice of a meeting shall be given in writing and delivered personally, by mail to each Board member at his or her address as shown by the records of the corporation, or via a form of electronic communication to a Board member consented to by the Board member to whom the notice is given. Board meetings shall be held at WACOSA'S principal offices, by means of remote communications, or such other place as determined by the Board. While all Board members are encouraged to attend all Board meetings in person, it is acceptable under unique and infrequent circumstances that a Board member or members may have to participate in the meeting by remote communication. Because of this, a meeting of the Board may be conducted by one or more means of remote communication through which all of the Board members may participate in the meeting, so long as the number of Board members participating in the meeting is sufficient to constitute a quorum at the meeting. Participation in a meeting by remote communication constitutes presence at the meeting. A Board member may participate in a Board meeting by means of telephone conference, or by such other means of remote communication through which that Board member, other Board members so participating, and all Board members physically present at the meeting may participate with

each other during the meeting.

Section 6: Quorum.

A quorum shall consist of a majority (51%) of the duly elected members of the Board. A quorum shall include the Board members who participate in a meeting by remote communication as provided in Section 5 above via remote communication. A member seeking to be present via remote communication at a meeting shall submit a written request delivered personally, or by e-mail, to the President, no less than three (3) days prior to the meeting. The President shall grant or deny the member's request within twenty-four (24) hours of receipt of said request. Failure to respond within the given twenty-four (24) hours shall be deemed an approval.

Section 7: Voting.

Each Board member shall be entitled to one vote, and the President may vote only in the event of a tie. No proxy votes shall be allowed. The Board shall take action by the affirmative vote of a majority of Directors present at a duly held meeting.

Section 8: Vacancies.

If there should be a vacancy on the Board due to death or resignation of a Board member, the Board may continue to function with the position unfilled until the next Annual Election, at which time any vacancy shall be filled by election by existing membership of the Board. Nothing in this section shall prevent a new member of the Board from assuming duties if that person is elected to the Board prior to the Annual Election. Replacement for open Board positions may occur whenever the Board membership so votes.

Section 9: Suspension or Termination of a Board member.

Any WACOSA Board member may bring a recommendation of suspension or termination of another member to the Executive Committee. The Executive Committee shall consist of the President, Vice President, Treasurer and Secretary. The Board member(s) recommending suspension or termination must provide reasonable cause for such action. Such cause may include but is not limited to; lack of attendance or participation, a breach in ethical and/or legal responsibility, behavior which damages the reputation of WACOSA or hinders the ability of the Board or the organization to effectively conduct business and/or carry out its mission.

The Executive Committee will review the suspension or termination recommendation and determine if it should be brought/to the full Board for action. If suspension or termination is recommended by the Executive Committee, the Board member in question will be notified by the President prior to the Board meeting, and shall afford the member in question the option to resign.

If the Board member in question chooses not to resign, the suspension or termination recommendation will be presented to the full Board for action. If the Board of Directors votes to suspend or terminate a Board member, the suspension or termination date shall not be less

than 20 days from the date of the Board meeting in which the suspension or termination was determined. In addition, the suspended or terminated member will be allowed:

1. Not less than 15-day prior written notice of the suspension or termination and reason for it.
2. At the request of the suspended or terminated Board member an opportunity to be heard by the Executive Committee, orally or in writing. The request shall be made not less than five (5) days before the effective date of termination. After a review of the information presented, a decision will be made by the Executive Committee, which is final.

Suspension or termination will be stayed until the Executive Committee has had an opportunity to review the Board action and the information submitted by the Board member in question.

Any legal challenge upon the affected parties with regard to a suspension or termination including a proceeding in which defective notice is alleged, must be served within one year after the effective date of the termination.

Section 10: Action Without Meeting.

An action required or permitted to be taken at a Board meeting may be taken by written action signed or consented to by authenticated electronic communication. Quorum for action to be taken without a meeting shall consist of a majority (51%) of the duly elected members of the Board. Each Board member shall be entitled to one vote, and the President may vote only in the event of a tie. No proxy votes shall be allowed. The Board shall take action without meeting by the affirmative vote of a majority of Directors. The written action is effective when signed, or consented to by authenticated electronic communication, by a majority of Directors of the quorum.

ARTICLE II **OFFICERS**

Section 1: Officers and Duties.

- A. The Officers of WACOSA shall be a President, Vice President, Secretary, and Treasurer. The President and Vice President shall be elected by the members of the Board. The Secretary and Treasurer may be appointed by the President and they need not be members of the Board.
- B. The Officers' duties are as follows:
 1. The President shall:
 - a. preside at all Board meetings;
 - b. be authorized to sign contracts on behalf of WACOSA;
 - c. appoint all committees; and
 - d. perform all other duties usual to such office.

2. The Vice President shall:
 - a. become acting President, in the event of the absence or inability of the President;
 - b. assume the full responsibilities of the position of President in the event that the President is unable to complete the term of office.
3. The Secretary shall:
 - a. attest to and approve the minutes of all meetings of the Board;
 - b. handle the necessary correspondence of the Board.
4. The Treasurer shall:
 - a. chair the Finance Committee;
 - b. ensure the fiscal policies of WACOSA are carried out;
 - c. preside at all Board meetings in the absence of the President and Vice President.

The Board of Directors may appoint other such Officers and agents as it deems necessary or proper, so long as said appointments are consistent with the Articles of Incorporation and these Amended and Restated Bylaws.

The same person shall not hold the office of President and Secretary simultaneously.

Section 2: Term Length.

- A. The term of any officer shall be for one year. In the event an Officer is elected outside of the Annual Election, due to the resignation, death, or removal of an existing officer, then that Officer's term shall continue until the next Annual Election. Upon notification to the President, an Officer may delegate some or all their duties and powers to another Board member, so long as the Board does not prohibit the delegation.
- B. Each Officer shall hold office until her successor is elected and qualifies or until the earlier of her death, disqualification, resignation, or removal.

Section 3: Vacancies.

If an office becomes vacant during the year, the Board of Directors shall – by the end of the second meeting following the vacancy – fill that vacancy for the unexpired term by election of a replacement officer.

ARTICLE III FISCAL AFFAIRS

Section 1: Fiscal Year.

The fiscal year of WACOSA shall be from January 1 to December 31.

Section 2: Depository Institutions.

A bank account shall be established for WACOSA, and a bank shall be named as depository by resolution of the Board of Directors. The account shall be in the name of WACOSA. All monies received by or in behalf of WACOSA shall be deposited in a bank approved by the Directors.

**ARTICLE IV
AMENDMENT OF BYLAWS**

These bylaws may be amended when necessary by two-thirds (2/3) majority of the Board. Proposed Amendments must be submitted to the Secretary for Board consideration.

**ARTICLE V
EFFECTIVE DATE OF THESE BYLAWS**

These Amended and Restated Bylaws shall take effect upon approval by the Board of Directors.

These Amended and Restated Bylaws were approved at a meeting of the WACOSA Board of Directors on the 21st day of March, 2016.