

AMENDED AND RESTATED BYLAWS
OF
CHILDREN'S HOME SOCIETY & FAMILY SERVICES

The following shall constitute the Bylaws of Children's Home Society & Family Services

ARTICLE 1 – NAME, PURPOSE

Section 1 1 Name The name of the corporation shall be CHILDREN'S HOME SOCIETY & FAMILY SERVICES

Section 1 2 Purpose Children's Home Society & Family Services (hereinafter "Corporation") is organized exclusively for charitable and educational purposes to act in the United States and foreign countries, pursuant to Section 501(c)(3) of the Internal Revenue Code, as more specifically set forth in the Corporation's Articles of Incorporation

ARTICLE 2 – BOARD OF DIRECTORS

Section 2 1 Board Role The Board of Directors (hereinafter "Board") is responsible for the overall policy and direction of the Corporation and delegates responsibility for day-to-day operation to the President and Chief Executive Officer ("CEO")

Section 2 2 Size, Terms The Board shall have no fewer than 18 members. Directors shall be elected at the Annual Meeting of the Board for a term of 3 years each, and shall be so elected that approximately one-third of the Directors are elected each year. A Director may be elected for not more than 3 consecutive terms of 3 years. For purposes of the prohibition set forth in the preceding sentence, any terms of office that a Director served as a director of Family Service, Inc. ("FSI") prior to the merger of FSI and Children's Home Society of Minnesota shall be included. Notwithstanding the foregoing, any Director who has been off the Board for a period of one year may be elected to a new period of 3 consecutive terms of 3 years.

Section 2 3 Conflict of Interest A statement on "Conflict of Interest" shall be established by the Board. Each member of the Board and each employee of the Corporation in a policy-making position (as determined by the President and CEO) annually shall sign a copy of the statement.

Section 2 4 Board Vacancy The Board, by majority vote and upon nominations made by the Board Governance and Nominating Committee, may fill any vacancy which shall exist at any time on the Board for a term extending to the next Annual Meeting of the Board. At such Annual Meeting, the vacancy shall be filled by regular election for the unexpired term of the original vacancy.

Section 2 5 Resignation Resignation from the Board must be in writing and received by the Chair of the Board.

Section 2 6 Board Officers, Duties and Terms The Officers of the Board shall consist of a Chair, a First Vice-Chair (Chair-Elect), and a Second Vice-Chair. The terms of all Officers shall be one year or until their successors are elected.

The duties of the Officers of the Board are as follows:

Section 2 6 1 Chair The Chair shall convene and preside at all meetings of the Board, and shall exercise the powers and duties usually

pertaining to the office of the Chair. With the advice and counsel of the President and CEO, the Chair shall select the chairs and members of all committees of the Board. The Chair shall be a non-voting member of all committees of the Board.

Section 2.6.2 First Vice-Chair. In the absence of the Chair, or upon his or her inability to act, the First Vice-Chair shall exercise the powers and duties of the Chair. The First Vice-Chair shall serve as the Chair-Elect.

Section 2.6.3 Second Vice-Chair. In the absence of the First Vice-Chair, or upon his or her inability to act, the Second Vice-Chair shall exercise the powers and duties of the First Vice-Chair. The Second Vice-Chair shall serve as the First Vice-Chair Elect.

Section 2.7 Board Committees. The Board may create committees as needed. The Chair shall appoint committee chairs and the members of all committees who shall serve until their successors have been appointed. Members of committees may consist of Board members, Directors Emeritus, community members or other individuals as may be appointed by the Chair. Each committee shall meet on the call of its chair, the Board Chair, or the President and CEO. Each Committee may establish one or more subcommittees, as appropriate, to assist the Committee in performing its duties and responsibilities.

Section 2.8 Standing Committees. There shall be 8 standing committees of the Board: the Executive Committee, the Advocacy Committee, the Audit Committee, the Board Governance and Nominating Committee, the Development Committee, the Finance Committee, the International Child Welfare Committee, and the Investment Committee.

Section 2.8.1 Executive Committee. The Executive Committee shall consist of the Chair, both Vice-Chairs, the chairs of all Board committees, and the Chair of the Directors Emeritus. The Executive Committee shall act for and on behalf of the Board when the Board is not in session, but shall be accountable to the Board for its actions. All formal actions taken by the Executive Committee shall be reported to the Board for ratification at its next meeting.

Section 2.8.2 Advocacy Committee. The Advocacy Committee shall work with Board members, staff, and agency stakeholders to promote the Corporation's public policy priorities, take positions on issues affecting children, youth, and families and keep the Board informed, collaborate with national, state, and local voluntary organizations, public organizations, and community and ethnic groups to advocate for issues of mutual concern and monitor federal, state, and/or local activity that impacts the Corporation's service populations, write letters, conduct media relations, and/or testify on legislative issues, and ensure advocacy activities comply with all the legal and regulatory requirements governing such activities.

Section 2.8.3 Audit Committee. The Audit Committee shall oversee internal accounting and audit issues, recommend an outside auditor annually, communicate with the outside auditor, and bring any recommendations of the outside auditor to the Board (subject to

such confidentiality requirements as may be established by the Audit Committee from time to time) A member of the Finance Committee, other than its chair, shall be a member of the Audit Committee

Section 2 8 4 Board Governance and Nominating Committee The Board Governance and Nominating Committee shall prepare a slate of nominees for the positions of Directors and Officers of the Board to be elected or to fill vacancies, and shall recommend members for positions of Directors Emeritus Upon the recommendation of the Board Governance and Nominating Committee, the Board may remove a Director for reasonable cause, including excess absences from meetings of the Board or its committees, or for non-fulfillment of currently in force responsibilities of a Director

Section 2 8 5 Development Committee The Development Committee shall set development goals, plan new initiatives, evaluate existing methods of solicitation and make recommendations regarding future campaign efforts for endowment, annual support and capital campaigns relating to the Corporation

Section 2 8 6 Finance Committee The Finance Committee shall be responsible for all financial plans and policies, the annual budget, and the use of endowment funds of the Corporation The Board must approve the annual budget The Corporation's fiscal year shall be determined by the Board The financial records of the Corporation shall be available to the Board and the public

Section 2 8 7 International Child Welfare Committee The International Child Welfare ("ICW") Committee shall be responsible for promoting the welfare of children in foreign countries The ICW Committee shall oversee making limited funds available each fiscal year for grants to organizations in foreign countries which will promote the above intent within the laws of the United States

Section 2 8 8 Investment Committee The Investment Committee shall preserve and protect the investment assets of the Corporation The Investment Committee shall develop and administer appropriate policies of investment and reinvestment

Section 2 9 Special Committees The Board may establish and empower special committees as it deems necessary Once established, special committees shall remain in effect until terminated by formal action of the Board

ARTICLE 3 - MEETINGS OF BOARD OF DIRECTORS

Section 3 1 Annual Meeting The date, time and place of the Annual Meeting of the Board shall be set by the Board preferably close to September 11 (Founder's Day) each year The purpose of the Annual Meeting shall be to elect Directors and Officers, to select Directors Emeritus, and to conduct any other such business as may properly come before the Board

Section 3 2 Regular Meetings Regular meetings of the Board shall be held at least quarterly

- Section 3 3 Special Meetings Special meetings of the Board may be called at any time by the Chair of the Board
- Section 3 4 Notice, Waiver of Notice Notice of each meeting shall be given to each Director not less than 3 days before the meeting Each notice shall state the time, place and purpose of the meeting Notice of the time, place and purpose of any meeting of the Board, or any committee of the Board, may be waived by any Director in writing or orally before, at or after the meeting Attendance by a Director at a meeting is a waiver of notice of that meeting, except where the Director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, and the Director does not participate thereafter in the meeting
- Section 3 5 Quorum A quorum at all meetings of the Board and its committees shall be a majority of the Directors who currently are members of the Board or the respective committee Written proxies shall not be permitted at meetings of the Board or its committees 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 subsequent withdrawal of Directors results in a lesser proportion or number otherwise required for a quorum
- Section 3 6 Voting Rights Each Director shall have one vote at all meetings of the Board and its committees The chair of the Directors Emeritus is a full voting member of the Board Directors Emeritus and community members have the right to vote at the meetings of the Board's committees on which they serve
- Section 3 7 Electronic Meetings A conference among Directors, or among members of any committee of the Board, by any means of communication through which the participants may simultaneously hear each other during the conference, constitutes a meeting of the Board or the committee, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum for that meeting Participation in a meeting by this means of communication constitutes personal presence at the meeting
- Section 3 8 Action Without a Meeting Any action that may be taken at a meeting of the Board or its committees may be taken without a meeting by written action signed, or consented to by the number of Directors that would be required to take the same action at a meeting of the Board or its committee at which such Directors or committee members were personally present
- Section 3 9 Act of the Board The Board shall take action by the affirmative vote of a majority of Directors with voting rights present and entitled to vote at a duly held meeting unless Minnesota law, the Corporation's Articles of Incorporation, or these Bylaws require the vote of a larger proportion or number Actions of the Board may be attested to by the Chair, Vice-Chairs, President and CEO or Secretary

ARTICLE 4 – OFFICERS OF THE CORPORATION

- Section 4 1 Corporation Officers, Duties and Terms The Officers of the Corporation shall consist of a President and CEO, a Treasurer, a Secretary, and any other Officers needed as authorized in Section 317A 311, Minnesota Statutes The Officers of the Corporation shall be elected annually at the Annual Meeting of the Board of Directors and shall be employees of the Corporation The terms of all Officers of the Corporation shall be one year or until their successors are elected

The duties of the Officers are as follows

Section 4 1 1 President and Chief Executive Officer The Board shall employ a President and CEO who shall be responsible to the Board for carrying out the policies and programs, as well as general management of the business of the Corporation. The President and CEO shall have all usual powers and duties of a president and CEO of a corporation, including but not limited to those enumerated in Section 317A 305, Subdivision 2, Minnesota Statutes, except for the power of presiding at meetings of the Board. With the approval of the Board, the President and CEO shall have the power to open representations and branches of the Corporation outside the United States. The President and CEO shall be a non-voting member of the Board and all committees of the Board.

Section 4 1 2 Treasurer The Treasurer shall report at each Board meeting, shall submit the Corporation's annual budget to the Board for approval, and make financial information available to the Board and the public. The Treasurer shall keep accurate financial records for the Corporation, deposit money, drafts, and checks in the name of and to the credit of the Corporation in the banks and depositories designated by the Board, disburse corporate funds and issue checks and drafts in the name of the Corporation as ordered by the Board, upon request, provide the President and CEO and the Board an account of transactions by the Treasurer and of the financial condition of the Corporation, and perform other duties prescribed by the Board or by the President and CEO. The Treasurer shall have all the usual powers and duties of a treasurer of a corporation including, but not limited to, those enumerated in Section 317A 305, Subdivision 3, Minnesota Statutes. The Treasurer shall not be a member of the Board.

Section 4 1 3 Secretary The Secretary shall record the minutes of the meetings of the Board, and when necessary, certify proceedings of the Board, ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the corporate records of the Corporation, keep a record of the address of each Board member which shall be furnished to the Secretary by such member, and perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board or the President and CEO. The Secretary shall not be a member of the Board.

ARTICLE 5 – DIRECTORS EMERITUS

Section 5 1 Purpose The purpose of the Directors Emeritus is to support the mission of the Corporation.

Section 5 2 Eligibility Current or former Directors of the Corporation who have served at least 9 years on the Board, or otherwise have made a significant contribution to the Corporation (or a predecessor organization), are eligible for selection as Directors Emeritus. Selection as Directors Emeritus shall take place at the Annual Meeting of the Board. Section 5 3 Voting Rights Directors Emeritus have

the right to vote at meetings of the Board committees on which they serve The
chair of the Directors Emeritus is a voting member of the Board

ARTICLE 6 – AUTHORIZATION OF FUNDS TO FOREIGN ORGANIZATIONS

- Section 6 1 Authorization of Funds The Board shall authorize funds to be provided to specific programs of foreign organizations which are consistent with the tax exempt activities of the Corporation
- Section 6 2 Review of Requests for Funds The Board shall review all requests for funds from other foreign organizations, and shall require that such requests specify the use of the funds
- Section 6 3 Periodic Accounting The Board shall require that the grantees furnish a periodic accounting to show that the funds were expended for the purposes that were approved by the Board
- Section 6 4 Discretion to Make Grants The Board, in its absolute discretion, may refuse to make grants or contributions, or may refuse to render financial assistance, for any of the purposes for which funds are requested
- Section 6 5 Withdrawal of Approval The Board shall have full authority to withdraw its approval of any particular grant, even after it has been made

ARTICLE 7 – MISCELLANEOUS

- Section 7 1 Seal The Corporation shall not have a seal
- Section 7 2 Annual Audit A Certified Public Accounting firm shall be selected by the Board to annually audit the financial records of the Corporation and such other items as the Board and/or the Finance or Audit Committee may determine
- Section 7 3 Required Signatures All legal documents and papers authorized by the Board shall be executed on behalf of the Corporation by any one of the following Chair, Vice-Chair, President and CEO, Treasurer or Secretary
- Section 7 4 Amendment These Bylaws may be amended in the manner prescribed by Sections 317A 133 and 317A 181, Minnesota Statutes, or by any future amendment of those statutes