

BY-LAWS of the

**Article I**

Board of Directors

Section 1. Appointment or election. The Board of Directors of this corporation shall consist of no fewer than four persons and up to nine persons. At least one of the members must have clinical and/or lactation qualifications. The Board shall reflect diversity in gender, race, ethnicity, and skills. The Directors of this corporation shall be elected by the Board of Directors at the October annual meeting. Board members are only elected by other directors.

Section 2. Ex-Officio and Honorary Directors. The Board of Directors may, from time to time elect one or more ex-officio or honorary directors of this corporation who shall be advisory members of the Board of Directors of this corporation. Any such election shall be for such term and based on such criteria as the Board of Directors from time to time deems appropriate. All ex officio and honorary directors will be non-voting directors of the corporation.

Section 3. Terms. Except as otherwise provided each director of this corporation shall be elected to serve a term of three years. A member may serve two consecutive terms of three years. In the instance where a member is filling the remainder of an unexpired term, the member may be elected for two full terms following the shorter term of appointment or election. A director shall hold office for the term for which the director is appointed or elected and until the end of the meeting at which the director's successor has been appointed or elected and until such successor has qualified, or until the director's death, resignation, or removal. The Board may extend a member's term for up to one year if the member requests special consideration of the term.

Section 4. Fiduciary Duties. The Board of Directors shall have an absolute duty of complete, undivided loyalty to the organization. A director should put the good of the organization first and avoid engaging in transactions with the organization from which the directors will benefit. Where appropriate, directors should obtain opinions of legal counsel, accountants, or other experts.

Section 5. Attendance Duties. Each member of the Board of Directors has a duty to attend regularly scheduled meetings, special meetings with notice, and any meetings related to sub-committees, special events, and activities related to advancing the mission of the organization.

Members may occasionally need to be absent from the regularly scheduled monthly Board meeting and will give notice of the absence to the Board Chair before the meeting. Members with more than two absences in a year from the monthly Board meeting may be considered by the Board to have vacated the term. The Chair will give notice to the member about the vacancy and the Board may fill the remainder of the vacated term with a new member.

Section 6. Removal and Vacancies. Any director may at any time be removed with or without cause by the Board of Directors. Any vacancy occurring because of death, resignation, or removal of a director or because of a decrease in the number of members of the Board of Directors shall be filled by the Board of Directors for the unexpired terms of such director.

Article II

Meetings of the Board of Directors

Section 1. Annual Meeting. The annual meeting of the Board of Directors for the purpose of electing directors and officers and transacting such other business as may properly come before the meeting shall be held each year in October at a place designated by the Board of Directors.

Section 2. Quorum. A quorum shall be a majority of the Board members and they must be present or in attendance by electronic or telephonic means to constitute a valid meeting.

Section 3. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly at such time and place as shall from time to time be determined by resolution of the Board. After the time and place of regular meetings has been determined, the Board Chair is responsible for scheduling and conducting the meeting providing directors notice of time and place and agenda for the meeting.

Section 4. Other Meetings. The Board of Directors may call special meetings as needed and the Board Chair will provide directors notice of time, place, and agenda for the special meeting.

Section 5. Participation by Electronic Means of Communications. A director may participate in a meeting by any means of communication through which such person, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participating in a meeting by that means constitutes presence in person at the meeting. A conference among directors by any means of communication through which such persons may simultaneously hear each other during the conference is a meeting of the Board of Directors if the same notice is given 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 at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

Section 6. Remote Action and Written Actions (actions without meeting). All meetings of the board may be held by one or more means of remote communication as permitted by the Minnesota Nonprofit Corporation Act. Any action that could be taken at a meeting of the board may be taken by written action signed, or consented to by authenticated electronic communication, by members of the Board. Any action permitted to be taken at a meeting of the directors may be taken by written action signed or consented to by the members of the board.

Article III

Officers

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Section 1. Officers. The officers of this corporation shall consist of a Chair, a Vice-Chair, a Secretary, and a Treasurer. Officers shall be elected by the Board of Directors to serve for a one-year term and officers may serve three consecutive terms with notice given to the Chair in advance of the Annual Meeting. Any officer may be removed at any time by the Board of Directors with or without cause. Any vacancy occurring in office shall be filled by the Board of Directors. The same person may not hold more than one office at the same time and, except as otherwise provided herein, the officer need not be a director of the corporation.

Section 2. Chair. The Chair shall preside at all meetings of the Board of Directors which shall be responsible for the general supervision, direction, and management of the affairs of this corporation. With guidance and advice from the members, the Chair leads the hiring process for the corporation's Executive Director; offers general supervision of the Executive Director; and conducts an annual review of the Executive Director's performance on behalf the Board of Directors.

As Chair, the member shall have general active management of the business of the corporation; see that orders and resolutions of the board are carried into effect; may execute on behalf of the corporation all contracts, deeds, conveyances, or other instruments in writing which may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of this corporation; maintain records of and, when necessary, certify proceedings of the board, and perform other duties as may be assigned to the member from time to time by the Board of Directors.

Section 3. Vice-Chair. The Vice-Chair supports and assists in the same duties and responsibilities of the Chair; acts as the Chair in the absence or incapacity of the Chair; and succeeds the Chair upon completion of, resignation, or removal from Chair's regular term. The Vice-Chair may perform other duties as may be assigned to the member from time to time by the Board of Directors.

Section 4. Secretary. The Secretary shall keep the corporation's records and minutes, be the custodian of the records, documents, papers, , nonprofit operations and management, and electronic files of this corporation, fulfill the usual duties required by such office, and perform such other duties and exercise such other powers as may be assigned to the member from time to time by the Board of Directors. If the Secretary is not present at a meeting, the minutes will be taken by one of the Board Members. The minutes will accurately reflect the board discussion as well as actions taken at meetings.

Section 5. Treasurer. The Treasurer shall keep accurate financial records for the corporation and is responsible for maintaining accurate financial records for this corporation and safeguarding the assets of this corporation. The Treasurer shall present a report to this corporation's financial transactions and status to the Board of Directors no less than annually and shall from time to time make such other reports to the Chair of the Board of Directors as the members shall direct or require. The Treasurer shall perform such other duties as may be assigned to the member from time to time by Board of Directors.

Article IV

Committees

Section 1. Authority. The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the members of the Board of Directors. Each such

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committee shall have such duties and responsibilities as are granted to it from time to time by Board of Directors and shall at all times be subject to the control and direction of the Board of Directors. Committee members need not be Directors.

Section 2. Meetings and Voting. Meetings of each committee may be held at such time and place as are announced at a previous meeting of the committee. Meetings of any committee may also be called at any time by the chairperson of the committee or by the Chair. Notice shall be given personally, by mail (postage prepaid), telephone, or mode of electronic communication consented to by the Director (for example, e-mail or fax). Appearance at a meeting is deemed to be a waiver of notice unless the committee member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, and the committee member does not participate in the meeting. At all meetings of a committee of this corporation each member thereof shall be entitled to cast one vote on any questions coming before such meeting. The presence of a majority of the membership of any committee of this corporation shall constitute a quorum at any meeting thereof, but the members of a committee present at any such meeting, although less than a quorum, may adjourn the meeting from time to time. A majority vote of the members of a committee of this corporation present at any meeting thereof, if there be a quorum, shall be sufficient for the transaction of the business of such committee. Any action that could be taken at a committee meeting may be taken by written action signed by all members of the committee.

Article V

Conflict of Interest/Indemnification

Section 1. Director conflicts of interest. This corporation shall not enter into any contract or transaction with (a) one or more of its directors, officers, or a member of the immediate family of its director or officer, (b) a director or officer of a related organization, or a member of the immediate family of a director or officer of a related organization, or a member of the immediate family of a director or officer of a related organization (within the meaning of the *Minnesota Statutes*, section 317A.011, subd.18), or (c) an organization in or of which the corporation's director or officer, or member of the immediate family of its director or officer, is a director or officer, or member of the immediate family of its director or officer, is a director, officer, legal representative or has a material financial interest; unless the material facts as to the contract or transaction and as to the interest of the directors(s) or officer(s) are fully disclosed or known to the Board of Directors and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the directors (not counting any vote that the interested director or officer might otherwise have, and not counting the interested director or officer in determining the presence of a quorum.)

Section 2. Conflicts of interest: definitions. For purposes of the prior section, "immediate family" encompasses the following individuals: spouses, domestic-partners-in-fact, parents, children, children's spouses or children's domestic-partners-in-fact, siblings, or spouse or domestic-partners-in-fact of siblings, aunts, uncles, first cousins, step-parents, and step-children of a Responsible Person. "Domestic-partner-in-fact" is used with respect to those designated as the intended life partner of an individual or otherwise identified as being related to that individual through intended long term ties of love,

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affection, responsibility, and commitment common to those undertaken in marriages recognized by the State, regardless of whether such relationship is defined by or otherwise recognized by any governmental authority. Per the Minnesota Nonprofit Corporation Act, a “material financial interest” encompasses, but is not limited to, an individual’s relationship to an organization with respect to which rights of the individual exist whether or not yet vested , for payment of dividends, profit-sharing, compensation, reimbursement of expenses, repayment of obligations or other liabilities, from the organization but for purposes of the prior section” material financial interest” does not include fixing the compensation of the director or fixing the compensation of another director as a director, officer, employee, or agent of the corporation, even though the first director is also receiving compensation from the corporation.

Section 3. Conflict of interest policy. At minimum, such policy shall require the certification by all individuals who are subject to it that they have read the policy and agree to abide by it, and along with same, shall provide on at least an annual basis to the Secretary of this corporation a list of all organizations and individuals who comprise their “immediate family” or with whom they have a “material financial interest” as such terms are defined in the preceding Article’s Section 2, except that in the case of immediate family, a threshold of “materiality” for what comprises a “material financial interest” shall be set by the Board.

Section 4. Insurance. This corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or member of a committee of this corporation against any liability asserted against such person and incurred by such person in any such capacity.

Section 5. Indemnification. To the full extent permitted by any applicable law this corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or complete civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of this corporation, by reason of the former or present capacity of the person as:

- (a) a director, officer, employee or member of a committee of this corporation, or
- (b) a director, officer, partner, trustee, employee, or agent of another organization of employee benefit plan, who while a director, officer or employee of this corporation, is or was serving the other corporation at the request of this corporation or whose duties as a director, officer or employee of this corporation involve or involved such service to the other corporation

against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements, and reasonable attorney’s fees and disbursements, incurred by the person in connection with the proceedings, in line with the standards.

Article VI

Miscellaneous

Section 1. Fiscal year. The fiscal year of the corporation shall be from January 1 through December 31.

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Section 2. Reviews. On an annual basis the Board shall review the governing documents of the organization which include the by-laws, human resources policies and handbook, financial policies, and any other policies created and approved by the Board for the effective operation of the organization. The Board shall advise and authorize the Chair to conduct a performance review of the Executive Director and will review and make recommendations regarding the job description and compensation/benefits package of the Executive Director at least once a year, or more frequently as needed.

Section 3. Amendment. The Board of Directors may amend these By-laws by adopting a resolution setting forth the amendment by a vote of the all directors then-seated. Proper notice of the proposed amendment or repeal must precede the Board meeting at which the amendment will be considered and must include the substance of the proposed amendment. The Secretary is responsible for updating and distributing the By-laws when an amendment or change occurs.