

**ACCOLA
AMENDED AND RESTATED BYLAWS**

**ARTICLE I.
MISSION, VISION, AND VALUES**

Section 1.01 **Mission:** Our core purpose. Accola welcomes neighbors, cultivates community, and fosters justice by responding to the needs of the time.

Section 1.02 **Vision:** The impact we seek. The communities we impact are places of hope and belonging where all people can flourish.

Section 1.03 **Values:** What guides our actions and decision making.

- (1) We are responsive and bold. Guided by the work of the Sisters of St. Joseph of Carondelet, who fearlessly embrace the call to challenge the status quo, we respond boldly to create a more just and equitable society.
- (2) We strive for inclusion without exception. We believe in the inherent dignity of every person and stay attentive and responsive to what people share, imagine, and need.
- (3) We learn from each other. We value each person’s unique contribution and believe that partnership is the foundation for growth, well-being, and impact.
- (4) We act with compassion. We strive to bring care and kindness to our work because we believe in the unifying power of love.
- (5) We hold ourselves accountable. We deliver transformative programs that make a positive and measurable impact.

**ARTICLE II.
CORPORATE ACTIVITIES**

Section 2.01 **Limitations.** The Articles of Incorporation contain certain limitations on corporate activities. These are incorporated in and made a part of these Bylaws.

**ARTICLE III.
MEMBERS**

Section 3.01 **Members.** The Articles of Incorporation do not provide for members of the Corporation. Accordingly, there are no members nor shall there be any meetings of the members of the Corporation.

ARTICLE IV.
BOARD OF DIRECTORS

Section 4.01 **General Powers.** The Board of Directors shall manage the assets and affairs of the Corporation to carry out the purposes of the Corporation stated in the Articles of Incorporation, Article III, Section 3.1(b) which states: “The purpose for which the Corporation is formed is to operate and provide financial support for ministries that (A) respond to the unmet needs of persons and communities in education, health care, spirituality, social, economic, racial and ecological justice in the Twin Cities metropolitan area and beyond, and (B) animate the Sisters of St. Joseph of Carondelet, St. Paul Province’s commitment to ‘profound love of God and love of neighbor without distinction by living and telling their stories of community, spirituality and justice and by working toward social, economic, racial and ecological justice.’ ” The Board of Directors may, from time to time, delegate such authority and responsibility as it may determine to one or more committees or officers.

Section 4.02 **Board Size.** The business and charitable affairs of the Corporation shall be managed by or under the direction of a Board of Directors consisting of up to thirty (30) directors. At least twenty percent (20%) of the Board of Directors shall be Sisters of St. Joseph, St. Paul Province (the “Province”) and/or individuals with an affiliation with the Province which results in their understanding the history, charism, mission and values of the Province as well as the future direction of the Province and the Congregation of the Sisters of St. Joseph of Carondelet. All directors shall be elected by the affirmative vote of a majority of the Board of Directors.

Section 4.03 **Term of Office.** Each director shall be elected for a term of three (3) years or shorter as shall be approved by the Board of Directors. A director may be elected to serve one (1) additional consecutive term, for a maximum total of two (2) consecutive terms. For the initial directors, upon completion of the first three-year terms, the second terms may be staggered to one, two or three years to allow for replacing approximately one third (1/3) of the initial directors each year in their second terms.

Section 4.04 **Organization.** The Board of Directors shall elect three officers of the Board of Directors (the “Officers of the Board”): a Chair, a Vice-Chair, and Board Secretary at its annual meeting. The Chair, and in the Chair’s absence, the Vice-Chair, shall preside at all meetings of the Board of Directors and shall perform such other duties as prescribed by the Board of Directors. The Board Secretary shall review the minutes of each Board of Directors meeting and perform such other duties as assigned by the Chair.

Section 4.05 **Compensation of Board Members.** The directors shall not be paid for their services as directors.

Section 4.06 **Board Vacancies.** A vacancy in any office of the Board of Directors may be filled by appointment by a majority of the directors then in office. The person so appointed shall hold office and serve until the next annual meeting.

Section 4.07 **Removal of Board Members.** Any director may be removed, with or without cause, at any time by the affirmative vote of two-thirds (2/3) of the directors. Any person proposed to be removed is entitled to at least five (5) days written notice of the meeting at which the removal is to be voted upon and may appear before and be heard at the meeting.

Section 4.08 **Resignation of Board Member.** Any director may resign at any time by delivering a written resignation to the Chair of the Board of Directors. The resignation of any director shall take effect at the time, if any, specified therein, or if no time is specified therein, immediately upon receipt thereof by the Chair of the Board of Directors; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE V. **MEETINGS**

Section 5.01 **Annual Meetings.** The annual meeting of the Board of Directors shall be held each year for the purpose of electing directors and for the transaction of such other business as shall come before the meeting. Notice of such meeting shall be given as provided in Section 5.05 hereof, unless excused in accordance with Section 5.06 hereof.

Section 5.02 **Regular Meetings.** Regular meetings of the Board of Directors may be held from time to time at such time and place as the Board of Directors shall determine by resolution; however, the Board of Directors may delegate to the Chair the power to set the meeting dates and times. No notice of regular meetings need be given.

Section 5.03 **Special Meetings.** Special meetings of the Board of Directors may be called by the Chair and must be called by the Chair on the request in writing or by authenticated electronic communication of not less than two (2) directors. A meeting called at the request of the directors shall be held not less than five (5) days nor more than ten (10) days after the Chair receives the directors' written request that it be held if notice is given by mail. The meeting shall be held not less than twenty-four (24) hours later if notice is given in person or by telephone. Should the Chair fail, within two (2) days after the date on which the directors' written request is received, to call a special meeting by giving or causing to be given notice thereof, the directors requesting that the meeting be held may fix the time and place of the meeting and give notice thereof in the manner specified in Section 5.05 hereof. Business at a special meeting shall be limited to the specified call of the meeting.

Section 5.04 **Place of Meeting.** Meetings shall be held at any place within or without the State of Minnesota, or solely by remote communications, designated by the Board of Directors, and in the absence of such designation shall be held at the registered office of the Corporation. The Board of Directors may delegate to its Chair the power to designate the place of meetings.

Section 5.05 **Notice of Meetings.** Written notice of every annual and special meeting of the Board of Directors shall be delivered, mailed, faxed, or sent by means of electronic communications, to each director, addressed to them at their residence or usual place of business, or by electronic communication consented to by the director at least five (5) days and no more than forty (40) days before the day on which the meeting is to be held, or be delivered to them personally or by telephone, or by any other form of electronic communication not later than twenty-four (24) hours before the meeting to be held. Each such notice shall state the time and place of the meeting but need not state the purposes thereof except as otherwise expressly required by the laws of the State of Minnesota, the Articles of Incorporation, or these Bylaws.

Section 5.06 **Notices Excused.** Notice of any meeting of the Board of Directors need not be given to any director who shall be present whether in person or by remote communication at such meeting; and any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given if all of the directors of the Corporation then in office shall be present thereat or waive such notice in writing before, at, or after such meeting. Appearance at a meeting is deemed a waiver unless it is solely for the purpose of asserting the illegality of the meeting.

Section 5.07 **Quorum.** Except as otherwise provided by statute or by these Bylaws, a majority of the directors is necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the directors present is the act of the Board of Directors. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting without further notice.

Section 5.08 **Voting.** Each director shall have one vote. There shall be no cumulative voting. Directors may vote by voice or by paper or electronic ballot. The President shall be an ex-officio, non-voting member of the Board of Directors. The President shall not count towards the size or the quorum requirements for the Board of Directors.

Section 5.09 **Board Evaluation.** The Board shall evaluate its own performance on a yearly basis by means of a self-assessment tool, followed by discussion and addressing any deficiencies in the Board's structure, organization or governance.

Section 5.10 **Action Without a Meeting.** Any action that could be taken at a meeting of the Board of Directors, or any other committee designated by

the Board of Directors, may be taken without a meeting as set forth in the Articles of Incorporation, Articles VIII, Section 8.2. It states: “Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in a writing signed, or consented to by authenticated electronic communication, by that number of directors that would be required to take the same action at a meeting of the Board of Directors at which all directors were present; provided that all directors must be notified immediately of its text and effective date.”

Section 5.11 Electronic Communications. The Corporation recognizes that authenticated electronic communications (“electronic communications”) may legally satisfy written record and signature requirements necessary for valid records, signatures, and contracts. Authenticated communications are those communications that set forth information from which the Corporation can reasonably conclude that the communication was sent by the purported sender and are delivered to the principal place of business of the Corporation, or to an officer or agent of the Corporation who is authorized by the Corporation to receive the communication. Electronic communications are records that are created, generated, sent, communicated, received or stored by electrical, digital, magnetic, wireless, optical, electromagnetic, or similar technologies. Valid electronic signatures are those signatures that are expressed through an electronic sound, symbol, or process, and that are logically associated with a record and executed or adopted by a person with intent to sign the record.

Section 5.12 Electronic Conference Meetings. A conference or meeting among directors, or among members of any committee designated by the Board of Directors, or by any means of remote communication through which the participants may participate with each other during the conference or meeting constitutes a meeting of the directors 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 at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

ARTICLE VI. COMMITTEES OF THE BOARD

Section 6.01 Appointment. The Board of Directors shall appoint committees as necessary. Committee membership is not limited to directors unless specified in the committee description, provided, however, that at least one member of the committee be a director. Committees shall have the powers, duties, and responsibilities and shall be organized and function as specified in their appointment. All members of the Board of Directors may attend standing committee meetings as nonvoting members but are not required to attend such meetings. The President is an ex-officio non-voting member of all Standing Committees. The Chair of the Board of Directors, in consultation with the President, the Chair of the Governance Committee and other directors, as appropriate, shall appoint a chair and, when

appropriate, a vice chair for each Standing Committee as well as the members of each committee. Acts of committees are subject to overall direction and control by the Board of Directors.

Section 6.02 **Meetings.** Each Standing Committee shall hold regular or periodic meetings, at such times and places, and upon such notice, if any, as may be determined by each Standing Committee.

Section 6.03 **Quorum.** A majority of the total number of members of a committee shall be required to constitute a quorum, and the act of a majority of the committee members present at any meeting at which there is a quorum shall be an act of the committee.

Section 6.04 **Standing Committees.** The following Standing Committees with powers, responsibility, and authority as the Board of Directors shall establish and/or modify from time to time are hereby designated as follows:

- (1) ***Executive Committee.*** The Executive Committee shall be comprised of chairs of the Standing Committees and Officers of the Board of Directors. The Executive Committee advises and prioritizes issues for board members to address. The Executive Committee shall provide leadership, guidance, and oversight to the organization, plays a key role in driving the organization's success, and ensures decisions made align with the organization's mission, vision, and goals. The Executive Committee shall normally meet between regular Board meetings and shall promptly and accurately advise the full Board of all matters considered. The Executive Committee shall execute Board policy and take action between Board meetings on such matters that must be addressed on an expedient basis. The Executive Committee shall possess the full power and authority of the Board, except as may be provided in this section or in any resolution adopted by the Board. Any action may be delegated from the Board to this Committee unless: (a) the Articles or Bylaws of the Corporation prohibit delegation; or (b) the decision is reserved to the entire Board.
- (2) ***Advancement Committee.*** The Advancement Committee shall be charged with collaborating with the President and other appropriate staff in developing and monitoring an annual Integrated Fund Development Plan and Communication Plan which align with the organization's strategic directions and ensure Board participation in resource development and fundraising. The Committee also provides educational opportunities as needed to assist Board members in fulfilling their role in the achievement of annual development goals.
- (3) ***CSJ Mission Education Committee.*** The CSJ Mission Education Committee shall be comprised of Board members, Sisters from the Province and/or individuals with an affiliation with the Province. They are entrusted with ensuring that the mission of the organization aligns with the

charism, mission and values of the Province as well as the future direction of the Province and the Congregation. They shall provide occasional opportunities for the Board of Directors to experience the spirit of the Sisters of St. Joseph.

- (4) ***Investment Committee.*** The Investment Committee shall be charged with the primary oversight of the management of the organization's invested funds, in a manner consistent with the organization's mission and goals. It shall develop and recommend to the Board policies and guidelines for the prudent investment and management of those funds, as well as spending from those funds, and shall act in accordance with such of those policies and guidelines as the Board adopts.
- (5) ***Finance and Audit Committee.*** The Finance and Audit Committee shall be charged with financial oversight consistent with the organization's mission. It shall recommend policies to the Board of Directors for implementation by management in connection with financial planning and performance, financial management practices, and prudent management of assets, liabilities, revenues, expenditure and capital financing, if required.
- (6) ***Nomination and Governance Committee.*** The Nomination and Governance Committee shall be charged with identifying and recruiting new board members and recommending them to the Board of Directors. The Committee shall develop an orientation plan for new board members and ensure that all board members have the tools necessary to fulfill their obligations. The Committee shall design and implement the selection process for board officer candidates. The Committee shall facilitate annual board self-assessments, and periodically review and revise, as necessary, the Board of Directors Handbook and Policy Manual.
- (7) ***Programs and Opportunities Committee.*** The Programs and Opportunities Committee shall be entrusted with advising on how the existing ministries/programs can be enhanced and expanded in order to provide a sustainable future. The Committee shall develop a framework for developing new program opportunities that can address unmet needs in the Twin Cities community and beyond. The committee shall advise on program planning and leadership development opportunities.

Section 6.05 Additional Committees. The Board of Directors may appoint additional committees including ad hoc committees as necessary.

ARTICLE VII.
OFFICERS OF THE CORPORATION

Section 7.01 **Number.** The officers of the Corporation shall be President, Treasurer, Corporate Secretary and such other officers as may be determined by the Board of Directors.

Section 7.02 **Compensation.** The compensation of the officers of the Corporation is subject to review and approval by the Board of Directors and must be reasonable in amount for the services rendered. In the event an individual is both the Board Secretary and Corporate Secretary, the Board may authorize the payment of a reasonable amount to be paid for services rendered as Corporate Secretary.

Section 7.03 **Removal.** Officers of the Corporation may be removed, either with or without cause, by a majority of the directors then in office, unless otherwise outlined by contract or otherwise under law.

Section 7.04 **Vacancies.** A vacancy in any office of the Corporation shall be filled by the affirmative vote or action of a majority of the directors then in office.

Section 7.05 **President.** A President shall be hired by the Board of Directors. The Board of Directors may fix and adjust the compensation and other employment terms for the President upon the approval of a majority of the directors. The President shall be the Chief Executive Officer of the Corporation and shall report directly to the Board of Directors, who shall maintain direct oversight and responsibility for the President. The President and Chair of the Board shall meet with the Province Leadership Team and, when requested, with the Province Council, to provide operating updates. The President shall be subject to an annual review conducted by the Board of Directors. The President shall have day-to-day responsibilities for the operations, including carrying out the Corporation's goals and policies. The President shall attend all meetings of the Board of Directors. In addition, the President shall perform such other duties on behalf of the Corporation as the Board of Directors shall determine from time to time.

Section 7.06 **Treasurer.** The Treasurer of the Corporation shall be appointed by the Board of Directors upon the recommendation of the Chair of the Board in consultation with the President. The Treasurer shall keep accurate accounts of all monies of the Corporation received or disbursed. The Treasurer shall deposit all monies, drafts, and checks in the name of, and to the credit of the Corporation in such banks and depositories as the Board shall from time to time designate. The Treasurer shall have power to endorse for deposit all notes, checks, and drafts received by the Corporation. The Treasurer shall disburse the funds of the Corporation as ordered by the Board. The Treasurer shall submit to the Chair and the Board, whenever required, an account of all their transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall perform such other duties and have such other powers as may from time to time be prescribed by the Board; and, in general, shall perform all duties incident to the office of Treasurer.

Section 7.07 Corporate Secretary. The Corporate Secretary shall be appointed by the Board of Directors upon the recommendation of the Chair of the Board in consultation with the President. The Corporate Secretary shall be responsible for authenticating records of the Corporation; shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. If the Board so requests, the Corporate Secretary shall also act as secretary for the Board's Executive Committee and its other committees.

Section 7.08 Other Officers, Agents, and Representatives. The Corporation may have such other officers, agents, and employees as may be deemed necessary by the Board of Directors. Such other officers, agents, and employees shall be appointed in such manner, have such duties, and hold their offices for such terms as may be designated by resolution of the Board of Directors.

ARTICLE VIII. FINANCIAL MANAGEMENT

Section 8.01 Books and Records. The Board of Directors of the Corporation shall cause to be kept:

- (1) records of all proceedings of the Board of Directors and committees, if any; and
- (2) such other records and books of account as shall be necessary and appropriate to the conduct of the corporate business.

Section 8.02 Documents Kept at Registered Office. The Board of Directors shall cause to be kept at the registered office of the Corporation originals or copies of:

- (1) records of all proceedings of the Board of Directors and committees, if any; and
- (2) all financial statements and tax returns of the Corporation; and
- (3) the Articles of Incorporation and Bylaws of the Corporation, and all amendments and restatements thereof.

Section 8.03 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation to enter into any contract or to execute and deliver any instrument in the name of or on behalf of the Corporation. This authority may be general or confined to specific instances.

Section 8.04 Required Signatures. All checks, drafts, or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, must be signed by the officer or officers, agent or agents of the Corporation, and in the manner specified by the Board of Directors. In the absence

of a determination by the Board of Directors, the instruments must be signed by the Treasurer or the President.

Section 8.05 **Fiscal Year.** The fiscal year of the Corporation shall be as determined from time to time by the Board of Directors; provided, however, that until such time as the Board of Directors may otherwise direct, the Corporation's fiscal year shall commence on the first of July of each year and end on the thirtieth of June.

Section 8.06 **Accounting System.** The Board of Directors shall establish and maintain, in accordance with generally accepted accounting principles applied on a consistent basis, an appropriate accounting system for the Corporation. The Board of Directors shall cause the books and records of the Corporation to be audited at least once each fiscal year and at such times as it determines reasonable and proper, and may retain such person or firm for such purposes as it may deem appropriate.

Section 8.07 **Authority to Borrow, Encumber Assets.** No director, officer, agent, or employee of the Corporation shall have the power or authority to borrow on its behalf, to pledge its credit, or to mortgage or pledge its property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. The authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.

ARTICLE IX. **INDEMNIFICATION**

Section 9.01 **General.** The Corporation shall indemnify its officers, directors, committee members, employees, and agents in the manner set forth in Minnesota Statutes Section 317A.521 (or successor provision), provided the Corporation has made such determination or determinations, if any, as it may reasonably require to establish that the standards set forth in Minnesota Statutes Section 317A.521, subd. 2, have been met. In addition, the Corporation may, in the sole discretion of its Board of Directors, indemnify such persons or any other person under such circumstances or different circumstances as the Board of Directors shall deem appropriate as long as the Board of Directors reasonably believes such indemnification to be in the best interests of the Corporation.

Section 9.02 **Rights Not Exclusive.** The indemnification provided by this article shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. Nothing contained in this article shall affect any rights to indemnification to which the Corporation's personnel, other than directors and officers, may be entitled by contract or otherwise under law.

Section 9.03 **Insurance.** The Corporation may buy and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against them and incurred by them in any such capacity.

Section 9.04 **Standard of Conduct.** Each director and officer shall discharge their duties as a director or officer in good faith in a manner which the director or officer reasonably believes to be in the best interests of the Corporation and with the care an ordinary prudent person in a like position would exercise under similar circumstances.

ARTICLE X.
CONFLICT OF INTEREST

The Board of Directors shall adopt a conflict of interest policy.

ARTICLE XI.
SEAL

The Corporation shall have no seal.

ARTICLE XII.
AMENDMENTS TO BYLAWS

The Bylaws may be amended by a two-thirds (2/3) vote of the directors at a meeting where all of the directors are present. In lieu of the foregoing, an amendment may be approved by action without a meeting if authorized in writing signed by all of the directors.

CERTIFICATE OF BOARD SECRETARY

The undersigned **DOES HEREBY CERTIFY** that:

1. I am the duly elected and acting Board Secretary of Accola., a Minnesota nonprofit corporation; and

2. The foregoing Amended and Restated Bylaws, consisting of twelve (12) pages, constitute the Bylaws of the Corporation as duly amended and adopted by the members of the Board of Directors.

IN WITNESS WHEREOF, I have hereunto subscribed my name as of the ____ day of October, 2024.

Jean Wincek, CSJ, Board Secretary