

# **NORTHLAND FAMILY PROGRAMS BY-LAWS**

## **Preamble**

Section 1. Northland Family Programs was legally incorporated under the laws of the State of Minnesota on August 29, 1979 as an educational non-profit organization within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

Section 2. Northland Family Programs exists to provide instruction and support in natural family planning as a natural means of both postponing pregnancy as well as overcoming infertility. Our NFP curriculum is based upon the Creighton Model FertilityCare System and its philosophical, ethical and medical principles. We also promote abstinence based educational programs for families and individuals that reflect both the unitive and procreative ends of marriage. We currently serve clients from northeastern Minnesota and northwestern Wisconsin with practitioners based in Duluth, Cloquet and on the Iron Range.

## **Article I - Membership**

Section 1. Any individual, corporation, partnership or association who supports the purposes of Northland Family Programs is eligible for membership.

Section 2. Memberships shall consist of three classes: personal, congregational and corporate. Qualifications and conditions for membership in each class are as follows:

1. Families or Individuals of legal age may apply for personal membership and shall maintain their membership by paying annual dues in the amount set by the Board of Directors. Each adult of legal age may vote at Corporate meetings provided that the vote is cast in person.
2. Churches and similar institutions may apply for congregational membership and shall maintain their membership by paying annual dues in the amount set by the Board of Directors.
3. Corporate membership and annual dues for larger institutions such as Dioceses and Hospitals shall be determined on a case by case basis by the Board of Directors.

Section 3. Membership is not transferable.

Section 4. Membership may be suspended or terminated for failure to pay dues or for refusal to comply with the terms of membership. Such suspensions or terminations shall be at the discretion of the Board of Directors, but will not take place unless the Board of Directors has first notified the member in question and the member has been given an opportunity to be heard by the Board.

## **Article II - Board of Directors**

## **Duties & Meetings**

Section 1. The Board of Directors shall have the management and supervision of corporate business and shall direct and control the work of all corporate officers, committees, agents and employees.

Section 2. The Board of Directors shall consist of a minimum of seven members to be elected from among the members of Northland Family Programs at their annual meeting.

Section 3. Members of the Board of Directors shall be elected for three year terms which shall be staggered.

Section 4. Corporate members may also designate a representative to serve on the Board in a manner to be determined by the Board of Directors on a case by case basis.

Section 5. The Board of Directors shall meet at a frequency to be determined by the President but shall meet at least once each year at such time and place as the President shall designate. Upon a written request to meet made by three Directors, the President shall call such a meeting to be held within two weeks after the receipt of such request.

Section 6. Prior to the annual meeting of the Members of Northland Family Programs, the President shall appoint an elections committee consisting of three active members who shall be responsible for nominations, conducting elections, tabulating ballots and making a report to the President. The candidates receiving the highest number of votes shall be declared by the President to be elected.

Section 7. Director vacancies occurring in mid-term may be filled by the President with the consent of the remaining members of the Board. Persons so chosen shall serve only for the remainder of the unexpired term.

Section 8. Forty percent of the existing Board of Directors shall constitute a quorum for the transaction of business. Meetings may take place in person, by conference call, or by unanimous written action.

Section 9. All disbursements of the corporation shall be by voucher or check signed by such persons as the Board of Directors shall appoint for that purpose. Persons so designated may be bonded in such an amount as the Board may determine.

## **Article III - Board of Directors Officers & Elections**

Section 1. The elected officers of the corporation shall consist of a President, a Secretary and a

Treasurer. They shall be elected by the Board of Directors at their first meeting each calendar year, and they shall serve until the first meeting of the following year. An officer may be re-elected to an office for successive terms.

Section 2. In the event an officer is no longer able to perform his or her duties, a new officer will be elected to fill out the term at the next meeting of the Board of Directors.

Section 3. The President shall preside at the meeting of the members of the Corporation and also at all meetings of the Board of Directors. The President shall serve as chief executive officer of the Corporation and shall exercise those obligations and rights set forth in Minnesota Statutes. The President shall appoint all committee members.

Section 4. The Secretary shall conduct the correspondence of the Corporation and shall keep a fair and accurate record of all proceedings of the meetings of the members and the Board of Directors. The Secretary shall give notice to the members and Directors of the time and place of all meetings. In the absence of the President, the Secretary shall conduct all meetings. In the event the President is unable to fulfill the duties of the Office of President, the Secretary shall perform the duties of the President.

Section 5. The Treasurer shall be the chief financial officer of the Corporation and shall be responsible for the oversight of corporate assets. The Treasurer shall compile an annual final report of the corporation which, after approval of the Board of Directors, shall be submitted at the annual meeting for review and approval. In the absence of the President and the Secretary, the Treasurer shall conduct all meetings. In the event both the President and Secretary are unable to fulfill the duties their Offices, the Treasurer shall perform the duties of their Offices.

## **Article IV - Meetings**

Section 1. The annual meeting of the corporation shall be held at a place within the State of Minnesota and at such a date and time as shall be fixed by the Board of Directors. All members of the Corporation in good standing are eligible to attend and shall have voice and vote.

Section 2. The order of business at annual meetings shall include but are not limited to the following items:

1. Reading and approval of the minutes of the previous meeting or meetings.
2. Election of Directors
3. Reports of Officers
4. Reports of Committees
5. Any other Business.

Section 3. The place, time, date and order of business for other meetings of the Corporation shall follow the general directives as outlined in Sections 1 and 2 above.

Section 4. At least five days but not more than thirty days before the time for holding the annual meeting and any special meetings of the members of the Corporation, the Secretary shall mail a

notice to each member, stating the date, time and place of the meeting. Notices of special meetings of the membership shall include a statement of the purpose of such meeting, and such meeting shall be limited to the purpose stated in the notice.

Section 5. At any meeting of the members of the Corporation, members may act in person only. Proxy voting by members is not permitted.

Section 6. Congregations and Corporate members shall participate in meetings by an officer or agent duly authorized to act for them.

Section 7. Five Percent of the personal membership shall constitute a quorum for meetings of the Corporation.

## **Article V - Committees and Appointments**

Section 1. In consultation with the Board, the President may appoint such committees as in his or her opinion may be necessary and expedient. These may include a Program Committee, Personnel Committee, Finance Committee and Marketing Committee.

Section 2. Committee chairs shall be responsible to set committee meeting dates and meeting agendas. Committee chairs shall also be responsible for establishing yearly goals and objectives, for providing minutes of committee meetings, and for reporting to the Board with regard to committee business.

## **Article VI - Employees**

Section 1. The Board of Directors shall be authorized to employ such persons as in its judgment shall be needed to carry out the affairs of Northland Family Programs. In addition, the Board of Directors shall be responsible for setting salaries and benefits for all employees.

## **Article VII - Parliamentary Authority**

Section 1. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the meetings of this organization in all cases where they are not inconsistent with these bylaws and any special rules of order that may be adopted.

## **Article VIII - Amendments of By-Laws**

Section 1. These By-Laws may be repealed, amended or new By-Laws made at any meeting of the members of this Corporation where a quorum is present and by majority vote of all of the

members of the Corporation present. However, no repeal, amendment or addition of or to these By-Laws inconsistent with the purpose of this corporation as expressed in its Articles of Incorporation may be made.

Section 2. Notice of any proposed changes to the By-Laws shall be mailed to members for review at least 10 days prior to the meeting at which they will be acted upon by the members.