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**BYLAWS**

**OF**

**The MRMS RESEARCH FOUNDATION**

The name of the organization is: ***THE MRMS RESEARCH FOUNDATION***. The organization is organized in accordance with the Minnesota Statutes, Chapter 317A, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributed to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purpose as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The purpose of the organization is the following:

**PURPOSE**. ‘*To provide holistic, diverse educational and experiential learning research, training, and integrated programs free of charge to all people who have experienced trauma in their lives.’*

This organization is organized exclusively for purposes pursuant to section 501(c)(3) of the internal revenue code:

**Article I**

**MEETINGS**

**Section I. Annual Meetings:** An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time. (The Annual Meeting can be held via phone, zoom, teams, virtual, or in-person as needed or required).

**Section II. Special Meetings:** Special Meetings may be held or requested by the President or the Board of Directors. (Special Meetings can be held via phone, zoom, teams, virtual, or in-person as needed or required).

**Section III. Notice:** Written notice of all meetings whether regular or special meetings shall be provided under this section or otherwise required by law. The notice shall state the place, time, mode of delivery, and location, and purpose of the meeting (if a request for special meeting is made, or purpose of the regularly meeting). Such notice can be mailed or emailed to all directors or officers of record at the address listed on the corporate books/records, at least 10 days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, properly addressed with postage paid.

**Section IV. Location of Meetings:** Meetings shall be held at the principal place of business, via virtually, or by phone as needed or required, or otherwise stated in the meeting notice. Shareholders/stakeholders can participate in any meetings of shareholders/stakeholders by means of remote communication to the extent the Board of Directors authorizes such participation for such class or series. Participation by means of remote communication shall be subject to such guidelines and procedures as the Board of Directors adopts. Shareholders/stakeholders participating in a shareholders’/stakeholders’ meeting by means of remote communication shall be deemed present and may vote at such a meeting if the corporation has implemented reasonable measures: 1. To verify that each person participating remotely is a shareholder/stakeholder, and 2. To provide such shareholders/stakeholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the shareholders, including an opportunity to communicate, and to read or hear the proceedings of the meeting, substantially concurrent with such proceedings.

**Section V: Quorum:** A majority of the directors shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

**ARTICLE II**

**Directors**

**Section I. Number of Directors.**  The Organization shall be managed by a Board of Directors consisting of a Director of the Board, and three additional board members.

**Section II. Election and Term of Office.**  The Directors shall be elected at the annual meeting. Each director shall serve a minimum of 2 years or until a successor has been elected a qualified.

**Section III. Quorum.** A majority of directors shall constitute a quorum.

**Section IV. Adverse Interest.** In the determination of a quorum of directors, or in voting, the disclosed adverse interest of a director shall not disqualify a director or disqualify his or her vote.

**Section V. Regular Meeting.** The Board of Directors shall meet immediately following the election for the purpose of electing its new officers, appointing new committee chairperson(s), and for transacting such other business as may be deemed appropriate. The Board of Directors may provide, by resolution, for additional regular meetings, without notice, other than the notice provided by the resolution. A regular meeting minutes agenda template will be used for all regular meetings.

**Section VI. Special Meeting**. Special Meetings may be requested by the President, Secretary, or any two directors providing 5 days written notice by email or ordinary U.S. Mail (effective the date of mailing). Minutes of the meetings shall be provided to all directors within 2 weeks after the meeting. A special meetings agenda template will be used for all special meetings.

**Section VII. Procedures.** The vote of a majority of directors presents at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

If authorized by the governing body, any requirement of a written ballot shall be satisfied by a ballot submitted by electronic transmission, provided that any such electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the member or proxy holder.

**Section VIII. Removal/Vacancies.**  A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

**Section IX. Resignation.**  Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary or the Board of Directors of the corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

**Section X. Committees.**  To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers, and authorities of such committees.

**ARTICLE III**

**OFFICERS**

**Section I. Number of Officers.** The officers of the organization shall be the President, the Vice President, (as determined by the board of directors), a Treasurer, and a Secretary. Two or more offices can be held by one person.

* **President/Chairman:** The president shall be the chief executive officer and shall attend all meetings of the Board of Directors, and its executive committee, if such a committee is created by the Board of Directors. The President shall be a non-voting member (tie breaker only).
* **Vice President:** The vice president shall perform the duties of the president in the absence of the president and shall assist that office in the discharge of leadership duties. (Voting member).
* **Secretary**: The secretary shall give notice of all meetings of the Board of Directors and the Executive Committee, if any, shall keep an accurate list of the directors and shall have the authority to certify any records or copies of records, as the official records of the organization. The secretary shall maintain the minutes of the Board of Directors and Executive Committee. (Voting member).
* **Treasurer/CFO:** The treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of the organizations finances as required but no less often than at each meeting of the Board of Directors and the Executive Committee. (Voting member).

**Section II. Election and Term of Office:** The officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors, immediately following the annual meeting. Each officer shall serve a one-year term or until a successor has been elected and qualified.

**Section III. Removal or Vacancy:**  The Board of Directors shall have the power to remove an officer or an agent of the organization. Any vacancy that occurs for any reason may be filled by the Board of Directors.

**Article IV**

**CORPORATE SEAL, EXECUTION OF INSTRUMENTS**

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged, and which effect an interest in real estate shall be executed by the President or any Vice President, and the Secretary or Treasurer. All other instruments executed by the organization including a release of mortgage or lien, may be executed by the President, or any Vice President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by an officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

**ARTICLE VI**

**DISSOLUTION**

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provisions shall be made, therefore. Assets not held upon a condition requiring return, transfer, or conveyance, to any other organization or individual shall be distributed, transferred, or conveyed in trust or otherwise to charitable and education organizations, organized under section 501(c)(3) of the Internal Revenue Code of 1986, as amended of a similar, or like nature, to this organization, as determined by the Board of Directors.

**CERTIFICATION**

Gail Rathert, (Secretary) of the MRMS Research Foundation herby certifies that the foregoing is a true and correct copy of the by-laws of the above-named organization dually adopted by the Board of Directors on 10/17/2023/ 10/17/2024. (DD/MM/YEAR).

Approved by:

President: Dr. Tracy Diefenbach, CCTP, MRMSC. Date: 10/17/2024

Vice President: Darcy Wood, MRMSC. . Date: 10/17/2024

Treasurer: Gail Rathert. \_\_\_\_\_\_\_\_\_\_\_\_\_. Date: 10/17/2024

Board of Directors:

Marcia Pundt.\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_. Date: 10/17/2024

Jessica Chiak\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_. Date: 10/17/2024

Joe Tewksbury, MRMSC\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_. Date: 10/17/2024