

**ARTICLES OF INCORPORATION  
AND BYLAWS  
MINNESOTA P.E.O. HOME FUND**

Incorporated May 28, 1974 Revised June 2011

**ARTICLES OF INCORPORATION OF  
MINNESOTA P.E.O. HOME FUND**

**ARTICLE I**

The name of this corporation shall be "Minnesota P.E.O. Home Fund" (Hereinafter referred to as the corporation).

**ARTICLE II**

This corporation is organized and shall be operated exclusively for the benefit of, to perform the charitable functions of, and to carry out the charitable purposes of the Minnesota State Chapter P.E.O. Sisterhood, and the International Chapter P.E.O. Sisterhood and for such purposes only; to make charitable grants to members and non-members of the Minnesota State Chapter P.E.O. Sisterhood who lack adequate financial means to provide for themselves without distress, particularly for those persons who are aged or infirm and are in need of housing, medical treatment and care, in accordance with the policies, procedures and practices contained in the Bylaws of the corporation; and to make grants and contributions for the support of corporations, organizations, institutions, causes, projects and activities which are organized and operated exclusively for charitable or educational purposes and which are described in Section 501 (c) (3) of the Internal Revenue Code (relating to tax-exempt organizations) as now enacted or as hereafter amended. For said purposes, and not otherwise, the corporation shall have only such powers as are required by and are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise or otherwise, and to own, hold, expend, make gifts, grants and contributions of, and to convey, transfer and dispose of any funds and property and the income therefrom for the furtherance of the purposes of the corporation herein above set forth, or any of them, and to lease, mortgage, encumber and use the same, and such other powers which are consistent with the foregoing purposes and which are afforded to the corporation by the Minnesota Non-Profit Corporation Act, and any further laws amendatory thereof and supplementary thereto; provided that all such powers of the corporation shall be exercised only so that the operations of the corporation shall be and remain exclusively within the contemplation of Section 501 (c) (3) of the Internal Revenue Code, as now enacted or as hereafter amended. No part of the property or the income of the corporation shall ever be used or employed directly or indirectly by the corporation for the purpose of carrying on propaganda or otherwise attempting to influence legislation, and in no event shall the corporation participate in, or intervene in (including the publishing or the distribution of statements) any political campaign on behalf of any candidate for public office.

**ARTICLE III**

The corporation shall have no capital stock. No part of the property or the income of the corporation or any other pecuniary gain or profit shall be transferred to or inure

to or for the benefit of any member of the corporation, any member of the Board of Trustees, or any officer of the corporation.

#### **ARTICLE IV**

(A) In the event of dissolution of this corporation all of its then assets shall be distributed as follows:

(1) The dissolution shall be constituted under Court supervision if required under the statutes of the State of Minnesota, as now enacted or as hereafter amended, and the assets of this corporation shall be distributed to or for the benefit of such corporations, organizations, institutions, causes, projects and activities as in the judgment of the Court will accomplish the general purposes for which this corporation is organized.

(2) If the dissolution under Court supervision is not required under the statutes of the State of Minnesota as now enacted or as hereafter amended, the assets of this corporation shall be distributed to or among such corporations, organizations, institutions, causes, projects and activities which are described in Section 501 (c)

(3) of the Internal Revenue Code, as now enacted or as hereafter amended, as shall be selected by a three- fourths vote of the members of two consecutive conventions of the Minnesota State Chapter P.E.O. Sisterhood.

(B) In the event of dissolution of the corporation none of its assets will directly or indirectly be transferred to or in any other respect whatsoever inure to or for the benefit of any member, trustee or officer of the corporation.

#### **ARTICLE V**

Members of the corporation shall, from time to time, be the seven active members of the Executive Board of the Minnesota State Chapter P.E.O. Sisterhood. The management and control of the property and affairs of the corporation shall be vested in a Board of Trustees of five (5) members. All members of the Board of Trustees shall be active members of the Minnesota State Chapter P.E.O. Sisterhood and shall consist of the following: one such trustee shall be from the north region of the state, one such trustee shall be from the south region of the state, two such trustees shall be from the Twin Cities area, and one such trustee shall be chosen at large. All members of the Board of Trustees shall be appointed by the Minnesota State Chapter P.E.O. Sisterhood president subject to ratification by the Executive Board of the Minnesota State Chapter P.E.O. Sisterhood acting as members of the corporation. Initially, one trustee shall be appointed for one year; one trustee shall be appointed for two years; one trustee shall be appointed for three years: one trustee shall be appointed for four years; and one trustee shall be appointed for five years. Thereafter, the trustees' successors shall be appointed for five-year terms. No trustee may be appointed to succeed herself. At least one past president of the Minnesota State Chapter P.E.O. Sisterhood shall be a member of the Board of Trustees at all times. The president and vice president of the Minnesota State Chapter P.E.O. Sisterhood shall be ex-officio members of the Board of Trustees without right to vote. Vacancies on the Board of Trustees shall be filled by appointment of the Minnesota State Chapter P.E.O. Sisterhood president, subject to ratification of the Executive Board of the Minnesota State Chapter P.E.O. Sisterhood.

**ARTICLE VI**

The period of duration of the corporation shall be perpetual.

**ARTICLE VII**

The registered office of the corporation shall be in Minneapolis, Minnesota.

**ARTICLE VIII**

The names and addresses of the incorporators of the corporation are: Billie B. Needham, 806 14th Ave. S.W., Rochester, Minnesota 55901; Harriet Holden, 445 North Ferndale Road, Wayzata, Minnesota 55391; Helen M. Aistrope, West Amber Lake Drive, Fairmont, Minnesota 56031.

**ARTICLE IX**

The first Board of Trustees of the corporation whose tenure shall be until June 1, 1974 or as soon thereafter as their successors are elected, shall consist of three (3) persons, and the names and address of each of them are: Billie B. Needham, 806 14th Ave. S.W., Rochester, Minnesota 55901; Harriet Holden, 445 North Ferndale Road, Wayzata, Minnesota 55391; Helen M. Aistrope, West Amber Lake Drive, Fairmont, Minnesota 56031.

**ARTICLE X**

Members of the corporation, officers and employees of the corporation shall not be personally liable to any extent whatsoever for corporate obligations.

**ARTICLE XI**

The Articles of the corporation may be amended from time to time by a two-thirds vote of the Board of Trustees; provided that no amendment to Article II and Article IV hereof so adopted by the Board of Trustees shall be effective until approved by a three-fourths vote of the members of two consecutive conventions of Minnesota State Chapter P.E.O. Sisterhood.

**BYLAWS**

**of**

**MINNESOTA P.E.O. HOME FUND**

**ARTICLE I**

**Membership**

Sec. 1. MEMBERS. The members of the executive board of the Minnesota State Chapter P.E.O. Sisterhood shall be the members of the corporation. No official election or appointment to membership in this corporation shall be required of any such member of the executive board.

Sec. 2. MEETINGS. Meetings of the members may be held from time to time concurrently with any meeting of the executive board of the Minnesota State Chapter P.E.O. Sisterhood.

**ARTICLE II**

Sec. 1. GENERAL POWERS. The property, affairs and business of the corporation shall be managed by its Board of Trustees.

Sec. 2. NUMBER, QUALIFICATIONS and TERM OF OFFICE. The number of trustees shall be five (5) and shall be appointed pursuant to the provisions of the Articles of Incorporation. Ex-officio membership on the Board of Trustees shall be as set forth in the provisions of the Articles of Incorporation.

Sec. 3. ORGANIZATION. At each meeting of the Board of Trustees the Chairman of the corporation, or, in her absence, the Secretary shall preside. When the Secretary

is so presiding, she shall appoint another member of the Board to act as secretary of the meeting.

Sec. 4. RESIGNATION. Any trustee of the corporation may resign at any time by giving written notice to the Chairman or to the Secretary of the corporation. The resignation of any trustee shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Sec. 5. PLACE OF MEETINGS, ETC. The Board of Trustees may hold its meetings at such place or places as the Board may from time to time determine.

Sec. 6. ANNUAL MEETINGS. The annual meeting of the Board of Trustees shall be held in April. At the annual meeting the Board of Trustees shall elect the officers of the corporation and shall transact such other business as may come before it.

Written notice of the annual meeting shall be given at least five (5) days in advance of such meeting.

Sec. 7. REGULAR MEETINGS. Regular meetings of the Board of Trustees may be held at such places and at such times as the Board may by resolution determine. Notice of regular meetings shall be given as herein before provided for annual meetings.

Sec. 8. SPECIAL MEETINGS, NOTICE. Special meetings of the Board of Trustees shall be held whenever called by the Chairman or by two other trustees. Notice of each such meeting shall be mailed to each trustee, and addressed to her at her residence, at least three (3) days before the day on which the meeting is to be held or be delivered personally, by email or by telephone not later than one (1) day before the day on which the meeting is to be held. Each such notice shall state the time and place of the meeting. Such notice need not state the purpose of the special meeting. Any special meeting of the Board shall be a legal meeting without any notice thereof having been given if all of the trustees of the corporation then in office shall be present thereat or shall sign waivers of notice of such meeting.

Sec. 9. QUORUM AND MANNER OF ACTING. Three or more voting trustees shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the voting trustees present at any meeting at which a quorum is present shall be the act of the Board of Trustees. In the absence of a quorum, a majority of the trustees present may adjourn any meeting from time to time until a quorum be had. Notice of any adjourned regular meeting shall be given as hereinbefore provided for special meetings of the Board of Trustees.

Sec. 10. AUDIT. An independent CPA firm shall perform an annual auditor of the Home Fund financial records for the fiscal year ending March 31.

### **ARTICLE III**

#### **Officers**

Sec. 1. NUMBER. The officers of the corporation shall be a chairman, a secretary, a treasurer and, if the Board shall so elect, such other officers as may be elected by the Board of Trustees.

Sec. 2. ELECTION, TERM OF OFFICE AND QUALIFICATIONS. The officers shall be elected annually by the Board of Trustees, and each shall hold office until the next annual election of officers and until her successor shall have been duly elected and qualified, or until her death, or until she shall resign. Only voting members of the Board of Trustees shall be eligible for election as officers.

Sec. 3. VACANCIES. A vacancy in any office because of death, resignation, removal or any other cause shall be filled for the unexpired portion of the term in the manner prescribed in these bylaws for election to such office.

Sec. 4. THE CHAIRMAN. The Chairman shall be the chief executive officer of the corporation and shall have direct charge of the business and affairs of the corporation subject to the general control of the Board of Trustees. She shall, when present, preside at all meetings of the Board of Trustees.

Sec. 5. THE SECRETARY. The Secretary shall, when present at the trustees' meeting, record the proceedings at such meetings, shall perform such other duties as shall be assigned to her by the Chairman or the Board of Trustees, and in general, shall perform all duties incident to the office of secretary.

Sec. 6. THE TREASURER. The Treasurer shall keep and disburse the monies of the corporation as directed by the Board of Trustees, shall keep correct books of account; shall render to the Chairman and to the Board of Trustees whenever requested by them reports of financial transactions by her and of the financial condition of the corporation; shall perform such other duties as shall be assigned to her by the Chairman of the Board of Trustees; and, in general, shall perform all duties incident to the office of treasurer.

Sec. 7. OTHER OFFICERS. The corporation may have such other officers and agents as may be deemed necessary by the Board of Trustees who shall be appointed in such manner, have such duties and hold their offices for such term as may be determined by resolution of the Board of Trustees.

#### **ARTICLE IV**

##### Distribution of Funds

Sec. 1. POWER TO DISTRIBUTE. All distributions of funds for charitable purposes shall be made by the Board of Trustees in conformance with the Articles of Incorporation of the corporation and with the provisions hereinafter set forth.

Sec. 2. DESCRIPTION OF CHARITABLE DISTRIBUTIONS. The funds of the corporation shall be distributed for the following charitable purposes:

(A) MINNESOTA P.E.O. HOME FUND GRANTS. Minnesota P.E.O. Home Fund Grants, formerly Northstar Grants and Mary B. Patton Grants, may be made to individual members and non-members of Minnesota State Chapter P.E.O. Sisterhood who lack adequate financial means to provide for themselves without distress, particularly for those who are aged or infirm and are in need of housing, medical treatment and care in accordance with the provisions hereinafter set forth; and

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(B) PROJECTS OF INTERNATIONAL CHAPTER. Grants and contributions may be made to Cottey College, the P.E.O. Educational Loan Fund, the P.E.O. International Peace Scholarship Fund, the P.E.O. Program for Continuing Education, the P.E.O. Scholar Award, and to such other International Chapter P.E.O. Sisterhood projects as the Board of Trustees, from time to time, in its sole discretion, deems advisable; provided that in all events distributions of funds under this subsection (B) shall be made only to such organizations as are described in section 501 (c) (3) of the Internal Revenue Code as now enacted or as hereafter amended.

## **ARTICLE V**

### Minnesota P.E.O. Home Fund Grants

Sec. 1. PURPOSE. The purpose of the Minnesota P.E.O. Home Fund Grants shall be to assist individuals who lack adequate financial means to provide for themselves without distress, particularly those who are aged or infirm to obtain housing, medical treatment and care and necessities of life.

Sec. 2. ADMINISTRATION. Minnesota P.E.O. Home Fund Grants shall be administered solely by the Board of Trustees.

Sec. 3. APPLICATIONS. Applications for Minnesota P.E.O. Home Fund Grants shall be made to the Board of Trustees on forms provided by the Board. In its sole discretion, the Board may require the applicant to furnish such information as may be necessary to ascertain the needs of the applicant and other relevant facts. All information submitted by an applicant shall be confidential and not disclosed by the Board to any person without the written consent of the applicant.

Sec. 4. ELIGIBILITY PAYMENTS. Grants shall be made to both members and non-members of Minnesota State Chapter P.E.O. Sisterhood. In all cases the awarding of grants shall be based on the needs of the applicant. Payment of grants may be made directly to the recipient or to homes, hospitals, physicians or others for the direct benefit of the grant recipient. No person shall be denied a grant because of race or religious beliefs.

Sec. 5. GENERAL POWERS. The Board of Trustees shall have such other powers as may from time to time be necessary to administer the awarding of Minnesota P.E.O. Home Fund Grants.

## **ARTICLE VI**

### Offices

The registered office of the corporation shall be as set forth in the Articles of Incorporation or in the most recent amendment of the Articles of Incorporation or resolutions of the Trustees filed with the Secretary of the State of Minnesota changing the registered office.

## **ARTICLE VII**

### Seal

The corporation shall have no corporate seal.

## **ARTICLE VIII**

### Waiver of Notice

Whenever any notice whatsoever is required to be given by the Bylaws or the Articles of Incorporation of the corporation or any of the corporate laws of the State of Minnesota, attendance at such noticed meeting by the persons entitled to said notice shall constitute a waiver of such notice or a waiver thereof in writing signed by the person entitled to said notice, whether at or after the meeting, shall be deemed equivalent of such notice.

## **ARTICLE IX**

### Authorization Without a Meeting

Any action that may be taken at a meeting of the Board of Trustees may be taken without a meeting if authorized in writing and signed by all the voting trustees who are entitled to notice of the meeting for such purpose.

## **ARTICLE X**

### Amendments

These Bylaws may be amended at any time and from time to time in any manner by a two-thirds vote of the Board of Trustees, provided that no amendment to Article IV and Article V of these Bylaws so adopted by the Board of Trustees shall be effective until approved by a three-fourths vote of the members of two consecutive conventions of the Minnesota State Chapter P.E.O. Sisterhood.