

BYLAWS OF

Recycled Lives

The undersigned incorporator is an individual 18 years of age or older and adopts the following articles of incorporation to form a nonprofit corporation. Recycled Lives shall be incorporated under the provisions of Chapter 317A of the State of Minnesota. The corporation shall also comply with the meaning of Section 501(c)(3) of the Internal Revenue Service.

ARTICLE I NAME

The name of the organization shall be Recycled Lives. It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

ARTICLE II PURPOSE

Recycled Lives is organized exclusively for charitable purposes and is founded on the following purpose, faith and mission statements:

Purpose:

Recycled Lives is a non-profit organization dedicated to bettering the lives of people living in poverty through facilitating access to resources that are physical, spiritual and/or financial in nature. We are advocates for ceasing poverty for all of God's people throughout the world.

Faith & Mission:

"Therefore, if anyone is in Christ, the new creation has come. The old has gone, the new is here!"
2 Corinthians 5:17 [NIV]. Recycled Lives is rooted and built upon the belief that faith in Christ renews and transforms broken or lost lives into something beautiful and purposeful (He Recycles our lives). Recycled Lives is focused on sharing the gospel through serving as the hands and feet of Christ in our communities and throughout the world. We will go forth into the world to bring positive change to lives through demonstrating the love of Christ so that we may bring praise and glory to God.

ARTICLE III MEMBERSHIP

Membership shall consist of the Board of Directors. Recycled lives is not open for membership outside of the Board of Directors.

ARTICLE IV

MANAGEMENT AND OPERATIONS OF THE BOARD OF DIRECTORS

- Section 1: The Board of Directors is that group of persons vested with the management of the affairs and overall policy and direction of the corporation subject to the law, the Articles of Incorporation, and these bylaws. The Board of Directors is responsible for delegating the responsibilities of the day to day operations to the Executive Director, staff, and committees. The board shall consist of a minimum of three (3) and a maximum of ten (10) Directors. The board members receive no compensation other than reasonable expenses.
- Section 2: Each Director shall serve a term of three (3) years and shall be eligible for re-election for up to three (3) consecutive terms. Terms shall coincide with the annual meeting.
- Section 3: The board shall meet at least two (2) times per year, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two weeks in advance. The annual meeting shall be held no later than three (3) months after the end of the fiscal year. Written notice of the annual meeting shall be made by the board secretary at least two (2) weeks prior to the meeting.
- Section 4: When a vacancy of the board exists mid-term, the secretary must receive nominations for new members from present board members and/or the Executive Director three (3) weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.
- Section 5: During the last quarter of each fiscal year of the corporation, the Executive Director and/or present board members shall provide nominations and the Board of Directors shall vote to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.
- Section 6: New Directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.
- Section 7: A quorum must be attended by at least 40 percent of the Board of Directors for business transactions to take place and motions to pass.
- Section 8: Any Director may be removed from the board by a majority vote of the Board of Directors whenever such action will serve the best interests of Recycled Lives.
- Section 9: Resignation from the board must be in writing and received by the secretary. A board member shall be removed from the board due to excess absences, more than one unexcused absence from the board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

- Section 10: Special meetings of the board shall be called upon the request of the chair, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least one (1) week in advance.
- Section 11: Any meeting of the Board of Directors may be conducted solely by one or more means of remote communications through which all directors may participate in the meeting, if notice of the meeting is given as described in Section 3 and if the number of participating is sufficient to constitute a quorum as described in Section 7. Remote communication includes but is not limited to telephone, video, the internet, or by such other means by which persons may communicate with each other on a substantially simultaneous basis. Participation in a meeting by any of the above -mentioned means constitutes attendance at a meeting.
- Section 12: The Private property of the Board members, of the officers, or of the Executive Director, shall be exempt from execution for the debts or liabilities of Recycled Lives. No Director, officer or Executive Director of this corporation shall be personally liable for its debts or obligations of any nature whatsoever.
- Section 13: Upon initiative of the board chair or Executive Committee, an action that may be taken at a regular or special meeting may be taken without a meeting if the secretary mails or electronically delivers a ballot to every director entitled to vote on the action. The ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by ballot is valid only if the number of votes cast by ballot equals or exceeds the number of votes that would be required to approve the action at a meeting.

ARTICLE V OFFICERS

- Section 1: The Board of Directors shall elect four (4) officer positions at the annual meeting.
- A. Chairperson
 - B. Vice-Chairperson
 - C. Secretary
 - D. Treasurer
- Section 2: Each officer shall serve a term of two (2) years and shall be eligible for reelection at the end of each term.
- Section 3: The Board of Directors at its discretion may elect other officers or combine two or more of the elected offices.

ARTICLE VI DUTIES AND POWER

The Board of Directors under consultation with and direction of the Executive Director shall have charge of affairs and funds of the corporation and shall have the power and authority to do and perform all functions in accordance with the bylaws of Recycled Lives.

Section 1: The Executive Director is hired by the board and shall be the principal executive of the corporation and is responsible for the overall management and operation of the corporation by managing day to day operations, hire staff, allocate resources, keep track of financial acquisitions and expenditures, assists the Board of Directors in strategic planning and carrying out its action plan, among other duties that are assigned or designated by the Board of Directors.

The Executive Director will, in the name of Recycled Lives, make and sign all contracts and agreements authorized by the Board of Directors or Executive Committee.

The Executive Director will attend all board meetings, report on the progress of the organization and answer questions of the Board of Directors. The Executive Director will also be a voting member of the Board of Directors.

Section 2: The Chairperson shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee or the Executive Director to preside at each meeting.

The Chairperson shall work closely with the Executive Director in setting agendas for meetings as well as carrying out the business and affairs of the corporation.

The Chairperson shall generally perform all duties incident to the office of Chairperson and such other duties as from time to time may be assigned by the Board of Directors or Executive Director.

Section 3: The Vice-Chairperson, in the absence of the Chairperson, shall perform the duties of the Chairperson, and, when so acting, shall have all the powers of the Chairperson and shall be subject to all the restrictions placed upon the Chairperson. The Vice-Chairperson shall perform such other duties as from time to time be assigned by the Board of Directors or Executive Director.

Section 4: The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board of director, and assuring that corporate records are maintained. The Secretary shall be responsible for the general correspondence of the Board of Directors.

The Secretary shall generally perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors or Executive Director.

Section 5: The Treasurer shall be the chief fiscal officer working closely with the Executive Director and finance committee.

The Treasurer shall record all receipts and deposits made by the finance committee.

The Treasurer shall pay all bills certified and approved for payment by the Chairperson or the finance committee and shall keep accounts of these transactions.

The Treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to the Board of Directors and the public.

The Treasurer shall render an annual report to the Board of Directors. The complete books and records of account shall be audited annually.

The Treasurer shall generally perform all duties incident to the office of Treasurer and other duties as from time to time may be assigned by the Board of Directors or Executive Director.

ARTICLE VII COMMITTEES

Section 1: The board may create committees as needed, such as fundraising, public relations, etc. The board chair appoints all committee chairs and either the Chairperson, Vice-Chairperson or the Executive Director shall be an ex-officio member of all committees.

Section 2: The Executive committee shall consist of the four elected officers and the Executive Director. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board. A quorum of the Executive Committee shall be 75 percent of the officers. At the discretion of the Board of Directors the Executive Committee shall act for the entire Board of Directors whenever immediate action is necessary. The Executive Committee shall give notice of any such meeting to the Board of Directors and Executive Director.

Section 3: The Finance Committee is chaired by the Treasurer, which includes two (2) other board members and the Executive Director serves as an ex-officio member. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board of Directors. The fiscal year shall follow the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the Board of Directors and the public.

ARTICLE VIII
EXECUTION OF PAPERS

- Section 1: All documents made or executed by Recycled Lives shall be signed by the Executive Director and attested by at least one member of the Executive Committee.
- Section 2: All checks of the corporation shall have two (2) signatures. The Executive Director and either the board Chair or the treasurer will sign checks.
- Section 3: The corporation shall keep correct and complete books and records of account. The corporation shall keep minutes of the proceedings of its Board of Directors and of any meetings of the Executive Committee. The corporation shall keep a current copy of the bylaws.
- Section 4: The fiscal year of the organization shall begin on the first day of January and shall end on the last day of December.

ARTICLE IX
AMENDMENTS

- Section 1: The Articles of Incorporation and Bylaws may be amended by vote of two-thirds (2/3) of the Board of Directors. Proposed amendments must be submitted to the board Secretary to be sent out with regular board announcements.

CERTIFICATION

These bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote on September 14, 2013 and shall become effective immediately.

Board Secretary *Elizabeth Cheney* Date *9/24/13*
ED: *Mark D. Johnson* " *D* *9/24/13*