

**BYLAWS
OF
SOMEPLACE SAFE**

NAME AND PURPOSE

Section 1. Name. The name of this corporation shall be Someplace Safe.

Section 2. Location. It shall be a non-profit organization with its principal offices in Fergus Falls, Minnesota.

Section 3. Purpose. The purpose of this non-profit corporation is to coordinate services for victims of domestic and relationship violence. These services include a region-wide public education system, emergency shelter and support services, legislative efforts and fund raising.

MEMBERSHIP

Section 4. Board of Directors. Membership shall consist of the Board of Directors.

BOARD OF DIRECTORS

Section 5. Authority. The affairs of the corporation shall be managed by its Board of Directors subject to the limitations contained in the Articles of Incorporation filed with the Secretary of State. Except as otherwise expressly provided in these Bylaws, all the lawful powers of the corporation shall be vested in and exercised by or under authority of the Board of Directors, and the business and affairs of the corporation shall be conducted and controlled by such Board. The foregoing corporation general grant of power to the Board of Directors shall not be deemed to be curtailed or restricted by other provisions of these Bylaws that declare the power or impose the duty of the Board of Directors in any specific manner. The Board of Directors shall delegate, to the extent that it considers necessary, any portion of its authority to manage, control, and conduct the current operation of the corporation, to any standing or special committee of the corporation or to any officer or agent thereof. Notwithstanding any delegation of authority that the Board may make hereunder it shall exercise general supervision of the officers and agents of the corporation and shall be responsible for the proper performance of respective duties. The Board of Directors shall from time to time make and publish to appropriate personnel, written regulations, rules, directives, schedules, bulletins, and other writings that in the judgment of the Board are necessary or advisable in the management of the corporation affairs.

Section 6. Number and Qualifications. The Board of Directors shall consist of one representative from each of the eight counties including: Big Stone, Douglas, Grant, Otter Tail, Pope, Stevens, Traverse, and Wilkin. A representative may be a member of an organization providing services to victims of domestic violence in those counties which have such a group in existence. A representative may be elected by that organization from that county he/she represents. The Board of Directors may add representatives from special interest groups, as they

deem necessary. Domestic Violence Survivors will maintain constant representation on the Board. The number of Directors shall be not less than three (3) nor more than 13 (thirteen) and at all times must equal an uneven number.

Section 7. Term. The term of office of each Director shall be three years, not to exceed two consecutive terms of three years each.

Section 8. Voting Rights. Each Director shall have one vote.

Section 9. Duties and Obligations. Each Director shall perform a minimum of eight (8) volunteer hours per year to the corporation and shall make a good faith effort to attend all meetings of the Board.

Section 10. Compensation. No Director or officer shall receive from the corporation any compensation for services rendered, but may receive reimbursement for expenses incurred in his/her work for the corporation.

Section 11. Vacancies and Removals. Any Director may resign by filing a written resignation with Someplace Safe. In the event that any Director shall resign, die, become disqualified or refuse to act as a Director during his term of office, his successor shall be elected by a majority of the remaining Directors. Any Director may be removed from office for reasons of nonfeasance or malfeasance, at any time, by an affirmative vote of a majority of the Board of Directors.

Section 12. Reinstatement. Any former Director may file a written petition with the Secretary to be reinstated to the Board of Directors. The Board may reinstate such former Director to the Board by an affirmative vote of a majority of the Board of Directors. The reinstatement shall be on such terms as the Board of Directors deems appropriate.

MEETINGS

Section 13. Place of Meetings. Meetings of the Board of Directors shall be held at the registered office of the corporation or at such other place as a majority of the Directors may from time to time determine.

Section 14. Annual Meeting. An annual meeting shall be held at such place and time as the Directors so designate for the purpose of electing officers and for the transaction of the other business as may be deemed necessary.

Section 15. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than these Bylaws immediately after, and at the same place as the annual meeting. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings. Unless otherwise determined, the Board shall meet monthly.

Section 16. Special Meetings. Special meetings of the Board of Directors may be called for any purpose by or at the request of the Chairperson or any two (2) Directors. Special meetings

shall be held at the principal office of the corporation or at such other place as the Directors determine.

Section 17. Notice of Meetings and Waiver. At least two (2) days' written notice shall be given to each Director of the time, place and purpose of each annual, regular or special meeting of the Board, excluding the day of the meeting. Notice may be given by mail, electronic mail, facsimile, or in person to each Director at his/her address as shown by the most recent records of the corporation. Any Director may in writing, orally or by attendance either before, during or after the meeting, waive notice thereof; and, without notice, any Director by his/her attendance and participation in an action taken at any meeting, shall be deemed to have waived notice.

Section 18. Quorum. A majority of the Board of Directors shall be necessary to constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Directors present may adjourn the meeting from time to time until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal of a number of Directors originally present leaves less than the number otherwise required for a quorum. The acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the corporation.

Section 19. Electronic Communication. Members of the Board of Directors, or any committee designated by such Board, may participate in meetings by means of conference telephone or similar means of communication by which all persons participating in the meetings can simultaneously hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 20. Action in Writing. Any action which might be taken at a meeting of the Board of Directors, or any committee designated by such Board, may be taken without meeting if done in a writing signed by all of the Directors or signed by all of the committee members as the case may be.

Section 21. Indemnification of Directors. Each Director of the corporation, whether or not then in office, shall be indemnified by the corporation against reasonable costs and expenses (including counsel fees) incurred by him/her in connection with any action, suit or proceeding to which he/she may be a party by reason of his/her being or having been a Director of the corporation, except in relation to matters as to which he/she shall finally be adjudged in such action, suit or proceeding to have been derelict in the performance of his/her duties as such Director; and the foregoing right of indemnification shall not be exclusive of other rights to which he/she shall be entitled as a matter of law.

OFFICERS

Section 22. Election, Term, and Removal. The officers of the corporation shall be a Chairperson, a Vice-Chairperson and a Secretary, and such other officers as the Board of Directors may from time to time designate. Officers shall be elected by the Board of Directors at the Board's annual meeting. Officers shall be Directors and shall hold office until their

successors are elected and qualified, or until an officer's death, resignation or removal. Any officer or officers may be removed from office, with or without cause, at any time, by an affirmative vote of a majority of the Board of Directors. Any vacancy in an office of the corporation shall be filled by action of the Board of Directors.

Section 23. Powers and Duties. All officers shall have the powers and shall perform such duties in the management of the corporation as specified by the Board of Directors. In the absence of such specifications, each officer shall have the power and authority and shall perform and discharge the duties as listed below:

Section 24. Chairperson. The Chairperson shall have general active management of the business of the corporation, shall preside at meetings of the Board of Directors and preside at meetings of the members, shall see that all orders and resolutions of the Board of Directors are carried into effect, shall sign and deliver in the name of the corporation any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation, these Bylaws, or the Board of Directors to some other officer or agent of the corporation. The Chairperson may maintain records of and certify proceedings of the Board of Directors, and shall perform such duties as may from time to time be prescribed by the Board of Directors.

Section 25. Vice-Chairperson. The Vice-Chairperson shall have such powers and perform such duties as the Chairperson or the Board of Directors may prescribe from time to time. In the absence of the Chairperson, or in the event of the Chairperson's death, inability, or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson, and when so acting, shall have the powers of and be subject to all of the restrictions upon the Chairperson.

Section 26. Secretary. The Secretary shall attest all formal or legal instruments executed by the Chairperson, when legally required to do so. The Secretary shall call and give notice of all corporation meetings and keep a record of the same. The Secretary shall keep a record of the membership of the Board, which he/she shall keep open to inspection by any member or creditor of the corporation; and he/she shall take minutes at all meetings of the Board of Directors. The Secretary shall also perform such other duties and have such other powers as the Chairperson or the Board of Directors may prescribe from time to time.

COMMITTEES

Section 27. Creation. The Board of Directors, by resolution adopted by a simple majority of the Directors in office, may from time to time designate one or more committees for any purpose. The Board Chairperson shall appoint all committee chairs.

Section 28. Authority. Select committees shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed on the Board or him/her by law. Other

committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a simple majority of the Directors present at the meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee need not be members of the corporation, and the Chairperson shall appoint the committee members. Any committee member may be removed by the Chairperson whenever in his/her judgment the best interests of the corporation shall be served by such removal.

Section 29. Executive Committee. The three officers shall serve as members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors subject to the direction and control of the full Board.

Section 30. Finance Committee. The Finance committee is responsible for reviewing fiscal policies and reviewing the annual budget. 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. 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 Board members and the public as required by law.

STAFF

Section 31. Executive Director. The Executive Director is hired by the Board. The Executive Director has day-to-day responsibilities for the organization, including hiring of other staff and carrying out the organization's goals and policies. The Executive Director will attend Board meetings, report on the progress of the organization, answer questions of the Board members and carry out the duties described in the job description. The Executive Director shall also perform such other duties and have such other powers as the Board of Directors may prescribe from time to time.

MISCELLANEOUS

Section 32. Fiscal Year. The fiscal year of the corporation shall be from October 1 of each year and end at midnight on the last day of September.

Section 33. Books and Records. The corporation shall keep at the registered office correct and complete copies of the Articles of Incorporation and Bylaws; accounting records; initial registration statements, applications and annual reports filed with the Attorney General's office and with the Internal Revenue Service; and minutes of meetings of the Board of Directors and any committees for the last six (6) years. The corporation shall keep at the principal office a record giving the names addresses, and telephone numbers of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his/her agent or attorney for any proper purpose at any reasonable hour.

Section 34. Amendments and Revisions. The Board of Directors may amend the corporation's Articles of Incorporation and these Bylaws to omit or include any provision which could be lawfully omitted or included at the time of such amendment. Any number of amendments, or an entire revision of the Articles of Incorporation or Bylaws, may be voted upon at a meeting of the Board of Directors where a quorum has been established if at least ten (10) days written notice is given of the intention to alter, amend, repeal, or adopt new Bylaws at such meeting. The amendments or revisions shall be adopted at such meeting upon receiving an affirmative vote of two-thirds (2/3) of the Directors who are present and entitled to vote.

These Bylaws were amended at the Region IV Council on Domestic Violence meeting held on October 24, 1990.

These Bylaws were amended at the Region IV Council on Domestic Violence meeting held on April 27, 1999.

These Bylaws were approved as amended at the Someplace Safe Board meeting held on October 28, 2003.

These Bylaws were amended at the Someplace Safe Board meeting held November 27, 2007

These Bylaws were amended at the Someplace Safe Board meeting held July 28, 2009

The undersigned, Chairperson and Vice-Chairperson of Someplace Safe, a Minnesota nonprofit corporation, do hereby certify that the foregoing Bylaws are the amended Bylaws adopted for the corporation by the Board of Directors at the meeting on the 28th day of July, 2009.

Tamara Dahlen, Chairperson

Thad Olsen, Vice-Chairperson