

**BYLAWS
OF
NONPROFITS ASSISTANCE FUND**

DIRECTORS

SECTION 1.1 Number and method of appointment. The Board of Directors of this corporation shall consist of no less than seven and up to nine members. The chief executive officer of The Minneapolis Foundation shall serve as a director of this corporation *ex officio*, with voting rights. The other directors of this corporation shall be appointed by the Board of Trustees of The Minneapolis Foundation prior to each annual meeting of this corporation.

SECTION 1.2 Terms. Except as otherwise provided in Section 1.1 and this Section 1.2, each director of this corporation shall be appointed to serve for a term of three years. No director shall serve more than two consecutive three-year terms; provided, however, that a director who is elected to serve as Chair, Vice Chair, Secretary, or Treasurer for the year immediately following the end of his or her second consecutive three-year term as a director may be elected to serve as a director for so long as he or she holds such office during that year. The members of the Board of Directors shall be divided into three classes as nearly equal in number as possible, so that the terms of office of approximately one-third of the members of the Board of Directors shall expire each year. A director shall hold office for the term for which he or she was appointed and until his or her successor has been appointed and has qualified, or until the director's prior death, resignation or removal.

SECTION 1.3 Removal; resignation; vacancies. Any director may at any time be removed with or without cause only by The Minneapolis Foundation. Any director may resign at any time by giving written notice to the Chair or the Secretary. The resignation shall be effective without acceptance when the notice is received by the Chair or the Secretary, unless a later effective date is specified in the notice. Any vacancy occurring because of the death, resignation or removal of a director shall be filled by a person appointed by the Board of Trustees of The Minneapolis Foundation for the unexpired term of such director.

SECTION 1.4 Honorary directors. The Board of Directors may, from time to time, elect one or more honorary directors of this corporation who shall be advisory members of the Board of Directors of this corporation. Any such election shall be for such term and based on such criteria as the Board of Directors from time to time deems appropriate. All honorary directors shall be non-voting directors of this corporation.

MEETINGS OF THE BOARD OF DIRECTORS

SECTION 2.1 Annual meeting. The annual meeting of the Board of Directors for the purpose of electing officers and transacting such other business as may properly come before the meeting shall be held each year at the time and place, within or without the State of Minnesota, designated from time to time by the Board of Directors.

SECTION 2.2 Other meetings. Other meetings of the Board of Directors may be held at such time and place as are announced at a previous meeting of the Board of Directors. Meetings of the Board of Directors may also be called at any time (a) by the Chair, (b) by the Board of Directors, (c) upon the written request of two or more members of the Board of Directors. Anyone entitled to call a meeting of the Board of Directors may make a written request to the Secretary to call the meeting, and the Secretary shall give notice of the meeting, setting forth the time and place thereof, to be held between two and thirty days after receiving the request. If the Secretary fails to give notice of the meeting within seven days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place of the meeting and give notice in the manner hereinafter provided.

SECTION 2.3 Notice of meetings. Notice of each meeting of the Board of Directors for which notice is required, and of each annual meeting, stating the time and place thereof, shall be given to all directors by electronic communication or in person at least two days before the meeting, or shall be mailed to each director at least five days before the meeting. All such notices not given in person shall be sent to the director at his or her postal or electronic address according to the latest available records of this corporation. Any director may waive notice of a meeting before, at or after the meeting, orally, in writing, by electronic communication or by attendance. Attendance at a meeting is deemed a waiver unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the director does not participate in the meeting.

SECTION 2.4 Quorum and voting. The presence of a majority of the members of the Board of Directors shall constitute a quorum at any meeting thereof, but the directors present at any meeting, although less than a quorum, may adjourn the meeting from time to time. At all meetings of the Board of Directors, each director shall be entitled to cast one vote on any question coming before the meeting. A majority vote of the directors present at any meeting, if there be a quorum, shall be sufficient to transact any business, unless a greater number of votes is required by law, the Articles of Incorporation of this corporation, or these Bylaws. A director shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Directors. For purposes of determining whether a director has met his or her fiduciary duties as a director, but for no other purpose, a director who is present at a meeting of the Board of Directors when an action is approved by the Board of Directors is presumed to have assented to the action unless the director votes against the action or is prohibited from voting on the action.

SECTION 2.5 Action without a meeting. Any action that could be taken at a meeting of the Board of Directors may be taken by written action signed by all of the directors. Any such action may also be taken by written action signed by fewer than all of the directors in accordance with the provisions of the Articles of Incorporation.

SECTION 2.6 Director conflicts of interest. This corporation shall not enter into any contract or transaction with (a) its director or a member of the family of a director; (b) a director of a related organization (within the meaning of Minnesota Statutes, section 317A.011, subd. 18) or a member of the family of a director of a related organization; or (c) an organization (other than The Minneapolis Foundation or any organization related to it within the meaning of section 317.011, subd. 18) in or of which this corporation's director, or a member of the family of its director, is a director, officer or legal representative or has a material financial interest; unless the material facts as to the contract or transaction and as to the director's interest are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote (without counting the interested director) of a majority of the entire Board of Directors, at a meeting at which there is a quorum without counting the interested director. A transaction For purposes of these Bylaws, "member of the family of a director" shall mean a spouse, parent, child, spouse of a child, brother, sister, or spouse of a brother or sister, of the director. Failure to comply with the provisions of this Section shall not invalidate any contract or transaction to which this corporation is a party.

OFFICERS

SECTION 3.1 Designation and term. The officers of this corporation shall be a Chair, a Vice Chair, a Secretary, a Treasurer, an Executive Director, and such other officers as the Board of Directors may from time to time designate. The Executive Director shall be employed at will or pursuant to a written contract, in either case only with the approval of the Board of Directors. Officers other than the Executive Director shall be elected by the Board of Directors to serve for terms of one year and until their respective successors are elected and have qualified. Any officer may at any time be removed by the Board of Directors with or without cause. Any officer may resign at any time by giving written notice to the Chair or the Secretary. The resignation shall be effective without acceptance when the notice is received by the Chair or the Secretary, unless a later effective date is specified in the notice. The same person may hold more than one office at the same time, except the offices of Chair and Vice Chair. The officers need not be directors of this corporation.

SECTION 3.2 Chair. The Chair shall preside at meetings of the Board of Directors and the Executive Committee and perform such other duties as are prescribed from time to time by the Board of Directors. The Chair shall have the authority to sign and deliver in the name of this corporation promissory notes, loan agreements, guaranties, deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of this 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, the Bylaws or the Board of Directors exclusively to one or more other persons.

SECTION 3.3 Vice Chair. During the absence or disability of the Chair, it shall be the duty of the Vice Chair to perform the duties of the Chair. The Vice Chair shall also perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

SECTION 3.4 Secretary. The Secretary shall provide for the keeping of accurate minutes of all meetings of the Board of Directors and shall be responsible for the custody of the records, documents and papers of this corporation. He or she shall provide for the keeping of proper records of all transactions of this corporation. He or she shall have and may exercise any and all other powers and duties pertaining by law, regulation or practice to the office of Secretary, or imposed by these Bylaws. He or she shall also perform such other duties as may be assigned to him or her from time to time by the Chair or the Board of Directors.

SECTION 3.5 Treasurer. The Treasurer shall perform or ensure the performance of the following duties: (a) keep accurate financial records of this corporation; (b) deposit money, drafts, and checks in the name of and to the credit of this corporation in the banks and depositories designated by the Board of Directors; (c) endorse for deposit notes, checks, and drafts received by this corporation as ordered by the Board of Directors, making proper vouchers for the deposit; (d) disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the Board of Directors; (e) upon request, provide the Executive Director and the Board of Directors an account of transactions of this corporation and of the financial condition of this corporation; and (f) perform such other duties as are prescribed by the Chair or the Board of Directors.

SECTION 3.6 Executive Director. The Executive Director shall be the chief executive officer of this corporation. He or she shall: (a) have or oversee general active management of the business of this corporation; (b) see that orders and resolutions of the Board of Directors are carried into effect; (c) have the authority to sign and deliver in the name of this corporation promissory notes, loan agreements, guaranties, deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of this 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, the Bylaws or the Board of Directors exclusively to one or more other persons; and (d) perform such other duties as are prescribed by the Board of Directors.

SECTION 3.7 Additional powers. Any officer of this corporation, in addition to the powers conferred upon him or her by these Bylaws, shall have such powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

COMMITTEES

SECTION 4.1 Authority. The Board of Directors may, in resolutions adopted by a majority of the members of the Board of Directors, establish committees having the authority of the Board of Directors to the extent provided in such resolutions. Each such committee shall at all times be subject to the control and direction of the Board of Directors. Committee members, other than members of the Executive Committee, need not be directors.

SECTION 4.2 Executive Committee. The Board of Directors may designate an Executive Committee composed of at least three directors designated by the Board of Directors. The Executive Committee shall have the authority of the Board of Directors in the management of the business of this corporation in the interval between meetings of the Board of Directors, and the Executive Committee shall at all times be subject to the control and direction of the Board of Directors.

SECTION 4.3 Meetings and voting. Meetings of each committee shall be called and held in accordance with the provisions of Sections 2.2 to 2.5 of these Bylaws as they apply to meetings of the Board of Directors; provided, however, that the presence of one-third of the members of a committee shall constitute a quorum at a meeting thereof.

INDEMNIFICATION

SECTION 5.1 Indemnification. This corporation shall indemnify its directors, officers, committee members, and employees against such expenses and liabilities, in such manner, under such circumstances, and to such extent, as required or permitted by Minnesota Statutes, Section 317A.521, subd. 2, as amended from time to time, or as required by other provisions of law. Indemnification shall be available only if, with respect to the acts or omissions to which such expenses or liabilities relate, such person acted in good faith, received no improper personal benefit, and reasonably believed that the conduct was not opposed to the best interests of this corporation. This corporation shall advance expenses in such manner, under such circumstances, and to such extent, as required or permitted by Minnesota Statutes, Section 317A.521 subd. 3, as amended from time to time; provided, however, that this corporation shall not advance expenses incurred in pursuing a claim against this corporation. The provisions of this Section are not intended to limit the ability of a person to receive advances as an insured under an insurance policy maintained by this corporation.

SECTION 5.2 Insurance. This corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, committee member, or employee against any liability asserted against and incurred by such person in or arising from such capacity, whether or not this corporation would otherwise be required to indemnify the person against the liability.

MISCELLANEOUS

SECTION 6.1 Fiscal year. Unless otherwise fixed by the Board of Directors, the fiscal year of this corporation shall begin on April 1 and end on the succeeding March 31.

SECTION 6.2 Corporate seal. This corporation shall have no seal.

SECTION 6.3 Electronic communications. A conference among directors or committee members by any means of communication through which such persons may simultaneously hear each other during the conference is a meeting of the Board of Directors or committee, as the case may be, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

SECTION 6.4 Amendments. The Board of Directors may amend these Bylaws by adopting a resolution setting forth the amendment; provided, however, that no such amendment shall be effective unless it has been approved by the Executive Committee of The Minneapolis Foundation.

SECTION 6.5 Authority to borrow, encumber assets. No director, officer, agent or employee of this corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. Authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.

SECTION 6.6 Execution of instruments. All promissory notes, loan agreements, guaranties, deeds, mortgages, bonds, checks, contracts and other instruments pertaining to the business and affairs of this corporation shall be signed on behalf of this corporation by the Chair, the Executive Director, or the Vice Chair, or by such other person or persons as may be designated from time to time by the Board of Directors.

SECTION 6.7 Deposit of funds. All funds of this corporation shall be deposited from time to time to the credit of this corporation in such banks, trust companies or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors from time to time.

SECTION 6.8 Major Corporate Actions. None of the following actions of this corporation shall be effective unless approved by the Executive Committee of The Minneapolis Foundation: sale, transfer, or encumbrance of all or substantially all of this corporation's property; merger or consolidation of this corporation with another; and dissolution of this corporation.