

**BYLAWS OF
ADLER GRADUATE SCHOOL
MAY 29, 2019**

ARTICLE I — NAME AND PURPOSE

Section 1 — Name: The name of the Organization is Adler Graduate School. It shall be a nonprofit organization incorporated under the laws of the State of Minnesota

Section 2 — Purpose: The Adler Graduate School will be a leader in empowering and developing mental health professionals to transform society through social interest in action.

Section 3 – Mission: The mission of Adler Graduate School is preparing mental health and human services professionals with a strong Adlerian foundation to foster encouragement, collaboration, and a sense of belonging to the individuals, families, and culturally diverse communities they serve.

Section 4 – Values: At Adler Graduate School, we value:

1. Quality Education
2. Adlerian Principles
3. Diversity
4. Institutional Sustainability

ARTICLE II – REGISTRATION & LEGAL STATUS

Section 1 - Registered Office: The registered office of Adler Graduate School is the place at which the general business of the Organization shall be transacted and records kept. The registered office shall be in the State of Minnesota at a location designated by the Board of Directors. Currently, the registered office is 10225 Yellow Circle Drive, Minnetonka, MN 55343, until changed by the Board of Directors.

Section 2 – Nonprofit Legal Status: This corporation is organized exclusively for educational purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III — MEMBERSHIP

Section 1 — Membership: Membership shall consist of the Board of Directors.

Section 2 - Personal Liability: No member, officer or director of the Organization shall be personally liable for the debts or obligations of this Organization of any nature, nor shall any of the property of the members, officers or directors be subject to the payment of the debts or obligations of this Organization.

Section 3 – Governing Principles: Board Members are subject to the same principles of employment (i.e. equal opportunity, non-harassment, workplace violence, prohibited conduct, Title IX) and other rules and regulations that may apply as published in the Adler Graduate School Employee Handbook.

ARTICLE IV – BOARD OF DIRECTORS

Section 1 — Board role, size, and compensation: The Board will support the work of Adler Graduate School and provide mission-based leadership and strategic governance. The Board is responsible for overall policy and direction of the institution, and delegates responsibility of day-to-day operations to the staff and committees. The Board shall have up to 15, but not fewer than 5 members.

Section 2 – Compensation: The Board receives no compensation other than reasonable expenses, when appropriate.

Section 3 — Terms: All Board members shall serve three-year terms, but are eligible for re-election for consecutive terms.

Section 4 — Meetings and notice: The Board shall meet at least quarterly, 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.

Section 5 — Board elections: During the last quarter of each fiscal year, the Board of Directors shall elect Directors 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 — Election procedures: 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 — Quorum: A quorum must be attended by at least 50% percent of board members plus one for business transactions to take place and motions to pass. Participation in a meeting by electronic/telephonic means constitutes personal presence at the meeting. At the discretion of the Chair, votes may be tendered by email or other electronic means.

Section 8 — Officers and Duties: There shall be four officers of the board, consisting of a Chair, Vice-chair, Secretary and Treasurer. Their duties are as follows:

The Chair shall convene regularly scheduled board meetings, presides over meetings of the board, collaborates with the President to create a purposeful agenda and to set priorities, and helps to ensure sound and compliant governance of the organization.

In cases where the Chair cannot preside over a Board meeting, the Chair will arrange for other members of the Governance Committee to preside at each meeting in the following order: Vice-chair, Secretary, Treasurer.

The Vice-chair shall chair committees on special subjects as designated by the Board (e.g. Search for new Board members)

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 member, and assuring that corporate records are maintained.

The Treasurer shall make a report at each board meeting. The Treasurer shall chair the Finance Committee, be responsible for the financial policies and investment guidelines of the School, advise in the preparation of financial plans, ensure proper auditing of financial statements and reports, and make financial information available to Board members, regulators and the public.

Officers shall be elected or appointed periodically by the Board of Directors. Each elected officer shall hold office for three-year terms. Subject to Board approval the same office may be held by an Officer through consecutive terms.

Section 9 — Vacancies: When a vacancy on the board exists mid-term, the chair must receive nominations for new members from present board members at least two 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 10 — Resignation, termination, and absences: Resignation from the Board must be in writing and received by the Secretary. A Board member shall be terminated from the Board due to excess absences. Excess absence is defined as more than three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons (such as a material breach of responsibility and/or behavior detrimental to Adler Graduate School) by a majority vote of the remaining Directors.

Section 11 — Special meetings: Special meetings of the Board shall be called upon the request of the Chair or one-third of the members of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member at least two weeks in advance.

ARTICLE V — COMMITTEES

Section 1 — Committee formation: The Board may create committees as needed. The Board Chair, in consultation with the Governance Committee, appoints all committee chairs.

Section 2 — Governance Committee: The Board Chair chairs the Governance Committee. Except for the power to amend the Bylaws, the Governance 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.

The Governance Committee will periodically review and make recommendations to the Board regarding the size, structure, charters, processes and practices of the Board and Board committees. In addition, the Governance Committee will:

- Recommend to the Board nominees for appointment to each committee, and for the Chair of each committee if not already specified by committee charter.
- Review periodically and make recommendations to the Board regarding the selection of, and succession process for, the Chair of the Board and other officers.
- Oversee orientation, education and self-assessment programs for directors.
- Review periodically the institution's Bylaws, ethical conduct and conflict of interest policies, record retention policy, and other governance policies and practices and make recommendations to the Board as appropriate.
- Evaluate the performance of the President at least annually against stated objectives and priorities.

The Governance Committee will also maintain and update its Charter outlining the membership, procedures and responsibilities of that Committee. The Governance Committee can opt to meet in confidential executive session to discuss topics of a sensitive nature.

Section 3 — Finance Committee: The Treasurer is the Chair of the Finance Committee, which includes three other Board members. The Finance Committee assists the Board to fulfill its responsibility for ensuring Adler Graduate School's long-term financial health and in formulating policies regarding, making decisions about and overseeing the institution's financial performance and condition

The Committee will direct and oversee Adler Graduate School financial activity and performance with a set of financial and investment policies designed to:

- Protect the assets of the organization
- Ensure the maintenance of accurate records of the organization's financial activities
- Provide a framework for the organization's financial decision making
- Establish operating standards and behavioral expectations
- Ensure compliance with federal, state, and local legal and reporting requirements.

The Finance Committee will also maintain and update its Charter outlining the membership, procedures and responsibilities of that Committee.

ARTICLE VI — PRESIDENT AND STAFF

Section 1 — President: The President is hired by the Board. The President shall be the chief executive officer of the school, but shall not be the chairperson of the Board of Directors.

The President has day-to-day responsibilities for the organization, including carrying out the organization’s goals and policies. The President will attend all 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 Board can designate other duties and managerial objectives as necessary.

Section 2 -- Appointment of Administrative Officers. The Board will appoint the President and Vice Presidents of the school. This section shall not act as a restriction or limitation on the general power of the Board by its specific enumeration.

Section 3 -- Other Officers, Agents, and Employees. This organization may have such other officers, agents, and employees as may be deemed necessary by the Board of Directors. Such other officers shall be elected and such other agents and employees shall be appointed in such manner, have such operational and administrative duties, and hold their offices for such terms as may be determined by resolution of the Board of Directors.

Section 4 -- Compensation. The compensation of all officers, employees and other agents shall be determined and approved by the Board of Directors.

Section 5 -- Bond. The Board of Directors may from time to time determine which, if any, officers, agents, or employees of this organization shall be bonded and the amount of each bond.

ARTICLE VII – AUTHORITY TO BORROW OR ENCUMBER

No Director, officer, agent or employee of the Organization shall have any power or authority to borrow money on its behalf or pledge the assets of the Organization for mortgage or credit except to the extent delegated by the Board of Directors through resolutions it may adopt from time to time. Authority may be given by the Board of Directors for general purposes or for specific instances.

ARTICLE VIII — AMENDMENTS

Section 1 — Amendments: These bylaws may be amended when necessary by two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the

Governance Committee to determine which proposals will be included for discussion and vote by the full board.

ARTICLE IX – FISCAL YEAR

The fiscal year of Adler Graduate School shall begin on the first day of July and end on the last day of June in each year.

ARTICLE X - INDEMNIFICATION

The organization shall indemnify and shall, to the extent of reasonably available working capital, make advances of reasonable expenses to each Director and Officer of the organization, whether or not then in office or employed by the organization, as prescribed by Minnesota Statutes, Section 317A.521.

The organization shall not indemnify or make advances of expenses to any person who may otherwise be entitled thereto under Section 317A.521, by reason of such person’s status or former status as an agent of the organization or otherwise.

The organization may purchase and maintain insurance on behalf of any person in that person's official capacity against any liability asserted against and incurred by the person in or arising from that capacity, whether or not the organization would have been required to indemnify the person against the liability hereunder or under the provisions of Section 317A.521.

The foregoing right of indemnification and the right to receive advances of expenses shall not be exclusive of other rights to which any Director or Officer may be entitled as a matter of law or under any Bylaw, Agreement or otherwise.

CERTIFICATION

These bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote on **May 29, 2019**. This document supersedes any and all earlier bylaws documents.

(Signature)