

**AMENDED AND RESTATED
BYLAWS OF COMPAS, INC.
EFFECTIVE JUNE 26, 2013**

**ARTICLE I
Name and Offices**

Section 1.1. The name of the corporation, as set forth in its Articles of Incorporation, is COMPAS, Inc.

Section 1.2. 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 of the corporation.

Section 1.3. The corporation may have such other offices, within or without the State of Minnesota, as the board of directors may from time to time determine.

**ARTICLE II
Purposes and Policies**

Section 2.1. Purposes. The corporation is a not-for-profit corporation organized for, but not limited to, the following purposes:

- a. To inspire and strengthen the youth, adults, and communities of Minnesota by engaging them in arts, education, creativity and culture; and in doing so, to
- b. give youth the skills to succeed; give teachers resources that improve teaching and learning in the classroom; provide artists with opportunities to teach and inspire others, promote and preserve their art form, and access professional development; and support arts organizations and artists through grants and other available means and measures.

Section 2.2. Prohibited Activities. The corporation shall not engage in any activity which may not be carried on (a) by an organization which is exempt from federal income taxation under Section 510 (a) of the United States Internal Revenue Code (the "Code") by virtue of being described in Section 510(c)(3) of the Code, or (b) by an organization, to which contributions are deductible under section 170(c)(2), 2055(a) and 2522(a) of the Code.

Section 2.3. Pecuniary Gain. The corporation shall not afford pecuniary gain, incidentally or otherwise, to its members, and no part of the net earning of the corporation shall inure to the benefit of any private individual.

Section 2.4. Legislation and Political Campaigns. The corporation shall neither directly nor indirectly participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office, whether by the publishing or distributing of statements or otherwise.

Section 2.5. Loans and Guarantees. The corporation shall not lend any of its assets to any officer or director of the corporation or guarantee to any other person the payment of a loan by any officer or director of the corporation.

Section 2.6. Business. In furtherance of the aforesaid purposes, the corporation may transact any and all lawful business for which corporations may be incorporated under the Minnesota Nonprofit Corporations Act (the "Act").

Section 2.7. Powers. Except as otherwise provided in the Articles of Incorporation, the corporation shall have, hold, enjoy and exercise any and all rights, privileges and powers vested in or conferred upon a corporation organized under the Act.

ARTICLE III Fiscal Year

Section 3.1. The fiscal year of the corporation shall begin on the first day of July and end on the last day of June of the next year.

ARTICLE IV Members

Section 4.1. There shall be only one class of members. The membership shall consist of the Board of Directors of the corporation. Accordingly, the qualifications of members shall be those of directors, and the number of members shall be limited to the number of persons who shall, from time to time, comprise the Board of Directors as provided in Section 5.1 hereof.

Section 4.2. No member shall have any right, title, or interest in or to any of the property or assets of the corporation, and members shall have voting rights only as directors.

Section 4.3. Since the directors are the only members of the corporation and have voting rights only as directors and not as members, there shall be no meetings of the members as such.

ARTICLE V Board of Directors

Section 5.1. There shall not be fewer than nine (9) nor more than twenty-five (25) directors as determined from time to time by the affirmative vote of a majority of the Board of Directors.

Section 5.2. The terms of office of the directors shall be of such duration that approximately one-third of the total number of directors shall be elected at each annual meeting of the Board of Directors. To this end, the term of office of each director shall be three years, except with respect to certain of the directors serving at the time these amended and restated bylaws are approved, and except to the extent that by virtue of an increase or a decrease in the size of the Board of Directors, terms of one or two years' duration shall be necessary to assure that approximately one-third of the total number of directors of the corporation are elected at each annual meeting of the Board. In all events, each director shall hold office until the annual meeting of the Board of Directors in the year in which his/her term of office expires and until his/her successor is elected and qualifies, subject to his/her earlier disqualification, death, resignation or removal.

No person shall be eligible for election for more than three consecutive three-year terms, except that if a director is elected President in the ninth year of membership, that director may also be

nominated and, if elected, serve as President for a tenth year of Board membership. Persons elected because of a vacancy to fill the unexpired term of a director shall be eligible for election as a director for an additional two consecutive three-year terms. A person may again be elected as a director after at least one year has passed since such person last held office.

Section 5.3. The corporation shall act only through its Board of Directors.

Section 5.4. Each director shall have one vote on all matters submitted to a vote of the Board of Directors. No employee of the corporation shall be eligible for election to the Board of Directors and no director shall be entitled to compensation for his/her services as a director.

Section 5.5. The Board of Directors shall have all of the usual powers of directors of a business corporation in the immediate government and direction of the affairs of the corporation. They shall make all rules and regulations which they deem necessary or proper for the government of the corporation, and for the due and orderly conduct of its affairs and the management of its property not inconsistent with its Articles of Incorporation and these Bylaws.

Section 5.6. The Board of Directors may elect individuals to serve as ex officio members of the Board of Directors. Such ex officio members may attend and participate in all Board of Directors and committee meetings of the corporation, but such ex officio members may not exercise voting privileges of regular members of the Board of Directors.

Section 5.7. Ex officio members shall be of two classifications:

- (a) Past officers and/or past members of the Board of Directors of the corporation who have completed their terms but whose continued participation is desired and advantageous to the corporation; and
- (b) Individuals who share the missions and goals of the corporation but whose professional positions do not allow full participation as voting members of the Board of Directors.

Section 5.8. A director shall be required to attend regular and special meetings as scheduled from time to time. A director who fails to appear and participate in three (3) regular or special meetings within a 365-day period may be asked to resign. A director may be removed from the Board of Directors by majority vote at a meeting called expressly for that purpose, or at a regularly scheduled meeting of the Board of Directors, if the Board of Directors received at least two days' notice.

Section 5.9. Any vacancy occurring on the Board of Directors may be filled until the next annual meeting through a vote of a majority of the remaining members of the Board of Directors.

ARTICLE VI Meetings

Section 6.1. Meetings may be held at any place designated in the call of the meeting.

Section 6.2. The annual meeting of the Board of Directors for the election of directors and officers and for the transaction of such other business as may properly come before the meeting shall be held at such place and at such time as shall from time to time be determined by the Board of Directors. Failure to hold the annual meeting at the designated time shall not work any

forfeiture or affect otherwise valid corporate acts.

Section 6.3. Regular meetings of the Board of Directors shall be held at the registered office of the corporation or at such other place and at such time as shall from time to time be determined by the Board of Directors.

Section 6.4. Special meetings of the Board of Directors may be called by the President or by any three Directors or in any manner prescribed by law.

Section 6.5. Except as otherwise provided herein, written notice of each meeting of the Board of Directors, stating the time and place thereof and, in the case of a special meeting, the purpose thereof, shall be given not less than three (3) working days in advance to each member.

Section 6.6. Any director may make written waiver of notice of any meeting, before, at, or after the meeting. Appearance at a meeting is deemed a waiver of notice thereof unless it is solely for the purpose of asserting the irregularity of the meeting.

Section 6.7. Nine board members, or one-half of the total number of Directors, whichever is the lesser number, shall constitute a quorum for all purposes unless the representation of a larger number is required by law or herein, in which case the representation of the number so required shall constitute a quorum. If a quorum has been present at a meeting and some directors have withdrawn from the meeting so that less than a quorum remain, the directors remaining may continue to transact business until adjournment. A director may appear and participate in a meeting by telephone or video conferencing device. Such appearance shall be deemed to be a personal appearance for all purposes, including the making of a quorum for voting at such meeting.

Section 6.8. At all meetings, each director shall have one vote. Proxies shall not be permitted at meetings of the Board of Directors. There shall be no cumulative voting. Unless otherwise provided by law or herein, a majority of the votes cast shall govern in every election and matter voted upon.

Section 6.9. Any action that could be taken by a meeting of the directors may be taken without a meeting when authorized in writing signed by all of the directors. Such writing may be executed by directors on different counterparts, including by facsimile, PDF or electronic signature/verification, each of which counterparts, when so executed and delivered, shall be deemed to be an original and all of which counterparts, taken together, shall constitute but one and the same instrument.

ARTICLE VII Officers

Section 7.1. At the annual meeting, the directors shall elect a President, a Secretary and a Treasurer, and any other officers, including one or more Vice Presidents. The terms of office of the President, Vice President, Secretary and Treasurer shall be for one year. Any person may be re-elected for an additional term or terms. No person may hold the offices of President and Vice President or President and Secretary or President and Treasurer at the same time, but any person may hold any other two offices at the same time. All officers shall be elected from the Board of Directors. These officers shall hold office until the next annual election of officers and

until their successors are duly elected and qualified and accept.

Section 7.2. The President shall preside at all meetings of the directors. He/she shall be the chief executive officer of the corporation; while the directors or the executive committee is not in session, he/she shall have the general management and control of the business and affairs of the corporation; and he/she shall generally do and perform all acts incident to the office of President or which are authorized or required by law.

Section 7.3. Each Vice President shall have such designation and such powers and shall perform such duties as may be assigned to him/her by these Bylaws or by resolution of the Board. The members may designate one of such Vice Presidents to be Executive Vice President, and in the event of such designation, the duties of the office of the President, in case of the absence or disability of the President, shall be performed by the Executive Vice President. The Executive Vice President shall also perform such other duties as may be assigned to him/her by resolution of the Board.

In the case of the absence or disability of the President and the Executive Vice President, or if no Vice President be designated as Executive Vice President, the duties of the office of President shall be performed by such of the Vice Presidents as the Board may by resolution prescribe and in such order or priority as may be established by them.

Section 7.4. The Secretary shall keep the minutes of all meetings of the Board of Directors and shall attest the same by his/her signature. He/she shall attend to the giving and serving of all notices of the corporation, he/she shall keep and have charge of such other books and papers of the corporation as the Board may direct, and in general, he/she shall perform all duties incident to the office of Secretary, subject to the control of the Board. To the extent permitted by governing law, the duties of the Secretary may be delegated to such person(s) as the Board, by resolution, may direct.

Section 7.5. The Treasurer shall keep full and accurate account of the receipts and disbursements and books belonging to the corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the directors, shall take such action necessary and proper for the collection and payment of obligations on behalf of the corporation, and in general shall perform all duties incident to the office of Treasurer, subject to the control of the Board. The accounts of the Treasurer shall be audited annually by an independent accountant appointed by the Board of Directors at the end of each fiscal year. The duties of the Treasurer may be delegated to such person(s) as the Board, by resolution, may direct.

Section 7.6. The signature of the President or a Vice President, together with the signature of the Secretary or Treasurer, shall be required to transfer title to any and all interests of the corporation in any property; provided, however, that the Board may, by resolution, provide that title to any interest in property having market value of not more than \$500 may be transferred by signature of any one of the designated officers or the Executive Director.

Section 7.7. All officers shall be subject to removal at any time by the affirmative vote of the majority of the Board of Directors. Vacancies occurring because of death, resignation, removal or any other reason shall be filled by the Board as soon as reasonably possible.

Section 7.8. The Board of Directors shall be empowered to appoint such subordinate officers, employees or agents as may be necessary in their judgment for the conduct of the business of

the corporation, and may designate their title and compensation, if any. To this end, the corporation may engage an Executive Director who shall formulate and carry out policies submitted by said Executive Director and approved by the Board of Directors and, subject to the Board of Directors' approval, enter into all contracts required for the conduct of the business of the corporation.

ARTICLE VIII Committees

Section 8.1. The corporation shall establish the following standing committees:

- (a) Executive Committee - This committee shall be chaired by the President of the corporation and shall consist of all other officers of the corporation and the chairpersons of all other standing committees. The Board may appoint up to an additional three (3) persons to the committee as it deems necessary or appropriate, but not to exceed a total membership of nine (9) persons. The Executive Committee may exercise the powers of the Board of Directors in the interval between meetings of the full Board of Directors, except that it shall not reverse any action of the Board of Directors or amend these Bylaws or the Articles of Incorporation of the corporation. The Executive Committee will also act as the Audit Committee and Governance Committee. In its Governance capacity, the Committee shall:
 - (i) Recommend to the Board of Directors individuals to fill vacancies on the Board of Directors;
 - (ii) Present to the Board of Directors, at least 25 days prior to its annual meeting, a slate of officers for the following year;
 - (iii) Recommend to the Board of Directors individuals to fill vacancies occurring in officer positions;
 - (iv) Recommend to the Board ex officio members of the Board of Directors;
 - (v) Orient and train Board members; and
 - (vi) Ensure that the corporation conducts strategic planning.
- (b) Finance Committee - This committee shall be chaired by the Treasurer of the corporation and shall consist of not less than three (3) members. The committee will assist the Board of Directors in its oversight responsibilities relating to fiscal management of the organization. Specific responsibilities of the committee include:
 - (i) To review and recommend approval of an annual budget;
 - (ii) To regularly review financial results;
 - (iii) To ensure the maintenance of an appropriate capital structure; and
 - (iv) To ensure the availability of timely, accurate and relevant financial information.
- (c) Personnel Committee - This committee shall consist of not less than three (3) members. Its chair shall be appointed by the President. The responsibilities of the

committee include:

- (i) To recommend to the Board of Directors the employment, evaluation and termination of the Executive Director who, in turn, shall be responsible for hiring of the staff;
 - (ii) To review personnel policies and to make recommendations to the Board of Directors on any revisions necessary;
 - (iii) To develop a compensation plan for employees of the corporation; and
 - (iv) To hear any dispute or grievance of any employee which has not been resolved through discussion with the immediate supervisor or the Executive Director and to make a recommendation to the Board of Directors on such matters.
- (d) Development/Communications/Marketing Committee - This committee shall be chaired by a Vice President, as appointed by the President, and shall consist of not less than three (3) members. The responsibilities of the committee include:
- (i) To develop, plan and implement fundraising efforts of the corporation;
 - (ii) To develop, plan and implement special projects and events in order to enhance corporate visibility and image, increase revenue, and broaden community relationships; and
 - (iii) To support and help develop and implement the corporation's marketing and communication plan.

Section 8.2. The Board of Directors of the corporation shall appoint the members of all standing committees for one (1) year terms. The President shall select the chairperson of each of the standing committees from the members of that committee, or as expressly provided in these bylaws. Persons serving on a standing committee shall be members or ex officio members of the Board of Directors.

In addition to the standing committee chairs provided for in these bylaws, the President has the discretion to designate a co-chair for any standing committee. Such designation shall not affect or change the makeup of the Executive Committee. However, a member of the Executive Committee who chairs a standing committee that has a co-chair may delegate his/her voting rights to the co-chair.

8.3. The Board of Directors may create from time to time special committees as it may see fit and may designate the duties and powers of such special committees; provided, however, that no special committee shall be given authority to amend the Articles of Incorporation or to amend the Bylaws of the corporation. Any committee which is not a standing committee and is comprised of persons, one or more of whom are not directors or ex officio directors, shall act solely in an advisory capacity to the Board as determined by the Executive Director.

Section 8.4. Each committee of the corporation shall submit to the Board of Directors each year at their annual meeting, or at such other time as the Board may designate, a report of the action and recommendations of such committee, for consideration and approval by the Board.

ARTICLE IX
Indemnification of Officers, Directors, Employees and Agents

Section 9.1. The corporation shall indemnify each member of the Board of Directors, officer, employee, or agent of the corporation, and any persons serving at the request of the corporation as a member of the Board of Directors, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her to the fullest extent to which such persons may be indemnified under the terms and conditions of the Minnesota Nonprofit Business Corporation Act, or any amendments thereto or substitutions therefore.

Section 9.2. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a member, a member of the Board of Directors, officer, employee or agent of the corporation, or is or was serving, at the request of the corporation, as a member of the Board of Directors, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred by him/her in such capacity.

ARTICLE X
Certificates

Section 10.1. The corporation shall not issue membership certificates to its members.

ARTICLE XI
Corporate Seal

Section 11.1. The corporation shall have no corporate seal.


ARTICLE XII
Amendment

Section 12.1. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the affirmative vote of at least two-thirds of a quorum of the Board at any meeting of the Board, if a notice setting forth the terms of the proposal have been given at least twenty (20) days in advance of the meeting.

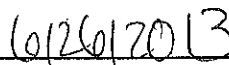
ARTICLE XIII
Miscellaneous

Section 13.1. Any procedures not covered by applicable provisions of the Minnesota Nonprofit Business Corporation Act, the Articles of Incorporation of the corporation, or these Bylaws shall be governed by Robert's Rules of Order, newly revised, as amended from time to time.

AMENDMENTS ADOPTED JUNE 26, 2013 BY THE AFFIRMATIVE VOTE OF AT LEAST TWO-THIRDS OF A QUORUM OF THE MEMBERS.



Cheryl A Bock
President, COMPAS Board of Directors



Date