

ARTICLES OF INCORPORATION OF THE NONPROFIT 'PREVAIL NEWS'

The undersigned incorporator(s) is an (are) individual(s) 18 years of age or older and adopt the following articles of incorporation to form a nonprofit corporation.

ARTICLE I — NAME

The name of this corporation shall be Prevail News.

ARTICLE II — REGISTERED OFFICE ADDRESS

The location for the nonprofit Prevail News is at 950 Cromwell Avenue, Saint Paul, MN.

ARTICLE III — PURPOSE

This corporation is organized exclusively for charitable, religious, educational, and scientific 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.

The purpose of this corporation is:

- Provide a diversity of perspectives and information on the condition of homelessness while highlighting the contributions of homeless and formerly homeless individuals
- Provide homeless and formerly homeless with a source of income
- Create community between homeless and formerly homeless with their customers

ARTICLE IV — EXEMPTION REQUIREMENTS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
3. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code, or by an

organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

ARTICLE V —BOARD OF DIRECTORS

The management of the affairs of the corporation shall be vested in a board of directors, as defined by the corporation's bylaws. No director shall have any right, title, or interest in or to any property of the corporation. The number of directors constituting the initial board of directors is four (4); their names and addresses are as follows:

Gerald Sedgewick, 950 Cromwell Avenue, Saint Paul, MN 55114.

Sabrina Garbutt, 813 Holly Avenue, Saint Paul, MN 55104

Ed Fisher, 677 Wilder Street, Saint Paul, MN 55116

Paul Marker, 917 21st Avenue SE Minneapolis, MN 55414

Members of the initial board of directors shall serve until the first annual meeting, at which their successors will be duly elected and qualified, or removed as provided in the bylaws.

ARTICLE VI — PERSONAL LIABILITY

No member, officer, or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of this corporation. If the organization will not have a voting membership body, it is only necessary to state that the organization will not have members.

ARTICLE VII - DURATION/DISSOLUTION

The duration of the corporate existence shall be perpetual until dissolution. Upon the dissolution of the organization, assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE VIII – INCORPORATORS

In witness whereof, we, the undersigned, have hereunto subscribed our names for the purpose of forming the corporation under the laws of the State of Minnesota and certify we executed these Articles of Incorporation this May __ of 2015.

Paul H. Marker

Signature

5/20/2015

Date

PAUL H. MARKER

Printed Name

Sabrina Garbutt

Signature

5/20/2015

Date

SABRINA GARBUTT

Printed Name

Edward D. Fisher

Signature

05/20/2015

Date

Edward D. Fisher

Printed Name

Gerald Sedgewick

Signature

5/20/2015

Date

GERALD SEDGEWICK

Printed Name

BY LAWS OF PREVAIL NEWS ARTICLE I — NAME AND PURPOSE

Section 1 — Name:

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

Section 2 — Purpose:

Prevail News is organized exclusively for charitable, scientific and education purposes. The purpose of this corporation is:

- Provide a diversity of perspectives and information on the condition of homelessness while highlighting the contributions of homeless and formerly homeless individuals
- Provide homeless and formerly homeless with a source of income
- Create community between homeless and formerly homeless with their customers

ARTICLE II — MEMBERSHIP

Section 1 — Membership:

Membership shall consist of the board of directors.

ARTICLE III — BOARD OF DIRECTORS

Section 1 — Board role, size, and compensation:

The board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff and committees. The board shall have up to 10, but not fewer than 4 members. The board receives no compensation other than reasonable expenses.

Section 2 — Terms:

All board members shall serve two-year terms, but are eligible for re-election for up to five consecutive terms.

Section 3 — 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 one week in advance, which includes email correspondence.

Section 4 — Board elections:

During the last quarter of each fiscal year of the corporation, 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 5 — 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 6 — Quorum:

A quorum must be attended by at least forty percent of board members for business transactions to take place and motions to pass.

Section 7 — 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, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer. The chair shall send out announcements for meeting dates.

The *vice-chair* shall chair committees on special subjects as designated by the board.

The *secretary* shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, 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 (when a finance committee is formed), assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

Section 8 — Vacancies:

When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members one week 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 9 — Resignation, termination, and absences:

Resignation from the board must be in writing, by email or on paper, and received by the secretary. A board member shall be terminated from the board due to excess absences, more than two unexcused absences from 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:

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 chair to each board member at least one week in advance.

Section 11 – Conference calls and electronic meetings

Meetings may be held by conference calls only if all members can hear each other; otherwise the meeting may be rescheduled to an acceptable time and date more than one week later. In the instance in which meetings are held by conference calls, emailed votes are acceptable. Any board member may record the meeting, but minutes will be taken by the secretary and printed onto paper.

ARTICLE IV – COMMITTEES

Section 1 – Committee formation:

The board may create committees as needed, such as fundraising, public relations, data collection, etc. The board Chair appoints all committee chairs. Committees may be dissolved by a board of directors quorum.

ARTICLE V – DIRECTOR AND STAFF

Section 1 – Executive Director:

The executive director is hired by the board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director 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 as necessary.

ARTICLE VI – 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 secretary to be sent out upon receipt of the amended by-laws.

ARTICLE VII – CONFLICT OF INTEREST

Section 1 – Conflict of Interest

Prevail News keeps a conflict of interest policy available to the board of directors. Members of the board of directors must sign the conflict of interest policy upon reading its contents. The conflict of interest policy includes language regarding compensation for the Executive Director and staff.

CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on May 20 2015.



Secretary



Date