

SIXTH AMENDED AND RESTATED BYLAWS

OF

CLARE HOUSING

ARTICLE I

PURPOSE OF ORGANIZATION

1.1 Purpose. The purpose of Clare is to provide housing for persons affected by human immunodeficiency virus and acquired immune deficiency syndrome (HIV/AIDS), and support services for the family and friends of persons with HIV/AIDS.

ARTICLE II

NAME, OFFICES AND CORPORATE SEAL

2.1 Name. The name of the corporation is Clare Housing (the "Corporation").

2.2 Registered Office. The registered office of the Corporation shall be that as set forth in the Articles of Incorporation or in the most recent amendment of the Articles of Incorporation or in a statement by the Board of Directors filed with the Secretary of State of the State of Minnesota changing the registered office in the manner prescribed by law.

2.3 Other Offices. The Corporation may have such other offices, within the State of Minnesota, as the Board of Directors may, from time to time, determine.

2.4 Corporate Seal. The Corporation shall have no corporate seal.

ARTICLE III

MEMBERS, MEETINGS, PROPERTY RIGHTS

3.1 Members and Meetings. The Articles of Incorporation of this Corporation provide that the members of the Board of Directors of this Corporation shall be the only members of this Corporation and that such persons shall have voting rights only as directors and shall have no voting rights as members. Accordingly, there shall be no meetings of the members of this Corporation.

3.2 Property Rights. No members shall have any right, title, or interest in or to any property of this Corporation.

ARTICLE IV BOARD OF DIRECTORS

4.1 General Powers. The property, affairs and business of the Corporation shall be managed by the Board of Directors. The Board of Directors shall have the general management of the Corporation and are authorized to exercise all of the powers of the Corporation. The Board of Directors shall have the power to delegate administrative authority for the operation of Clare to a duly qualified Director or a designated and qualified staff member of the Corporation.

4.2 Statement of Diversity. The Board of Directors of Clare places great value on diversity and will strive to have members of the Board of Directors reflect the ethnic and cultural communities Clare primarily serves.

4.3 Executive Director. The Board shall appoint an Executive Director who shall be the chief executive officer of this Corporation and shall have general active management of the business of this Corporation; shall see that all orders and resolutions of the Board of Directors are carried into effect; may execute and deliver in the name of the Corporation (except in cases in which such execution and delivery shall be expressly delegated by the Directors or by these Bylaws to some other officer or agent of this Corporation or shall be required, by law, to be otherwise executed and delivered) any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of this Corporation, including, without limitation, any instruments necessary or appropriate to enable this Corporation to donate income or principal of the Corporation to or for the account of such corporations, associations, trusts, foundations, and institutions as are referred to or described in the Articles of Incorporation of this Corporation and as this Corporation was organized to support; shall perform such other duties as may from time to time be prescribed by the Board of Directors; and, in general, shall perform all duties usually incident to the Executive Director.

4.4 Number, Qualification and Term of Office. The number of Directors shall not be less than nine (9) nor more than twenty-one (21) members. The number of members to be appointed to the Board of Directors shall be established by the Board of Directors and vacancies shall be filled by appointment as a member of the Board of Directors then holding office. Any person over eighteen (18) years of age may qualify for appointment as a member of the Board of Directors provided this person expresses an interest in and is dedicated to the purpose and mission of Clare.

The term of office for each Directors shall be for (3) years. A director may serve a maximum of two (2) successive three-year terms.

Appointments to the Board of Directors shall take place at the time of the Annual Meeting, and the term of office of each appointed Director shall commence on the first day of January following the appointment.

When a vacancy on the Board of Directors occurs as a result of death, resignation or inability to act, the unexpired term for such vacancy may be filled by appointment, by a majority vote of the remaining members of the Board of Directors for the remaining term of the member whose position has become vacant.

4.5 Resignation. Any Director of this Corporation may resign at any time by giving written notice to the Corporation, including the President or to the Secretary of this Corporation. The resignation of any Director shall take effect at the time, if any, specified therein or, if no time is specified therein, upon receipt by the officer of this Corporation to whom such written notice is given, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.6 Removal of Directors. Any Director may be removed, either with or without cause, at any time, by a resolution adopted by two-thirds (2/3) of the Directors present, excluding the Director whose removal is being considered, at any regularly scheduled or at a duly called special meeting of the Board of Directors called for that purpose, and the vacancy in the Board of Directors caused by such removal shall be filled as specified in Section 4.04 hereof.

4.7 Compensation. No compensation shall be paid to Directors for their services as a Director. Directors may be reimbursed for actual expenses incurred by them in the performance of special duties.

4.8 Place of Meetings. The Board of Directors may hold its meetings at such a place or places, within the State of Minnesota, as it may, from time to time, determine.

4.9 Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as determined by a majority of the Directors. The Board of Directors are to meet at least four (4) times each year, approximately quarterly.

4.10 Annual Meeting. An annual meeting of the Board of Directors shall be held each year for the purposes of qualifying the Directors and electing officers of this Corporation and for the transaction of such other business as shall come before the meeting. Notice of such meeting shall be given as provided in Section 4.11 for special meetings of the Board of Directors, unless excused in accordance with Section 4.12.

4.11 Special Meetings Notice. Special meetings of the Board of Directors shall be held whenever called by the President, Vice President, Treasurer, or Secretary. Notice of each such meeting shall be given personally, or by mail, telephone, or other reasonable means of business communications transmissions. The notice shall state the place, time, and purpose of the meeting. The Secretary of The Corporation in a like manner and in like notice shall call a special meeting upon written request of at least three Directors.

4.12 Notice Excused. Notice of any meeting of the Board of Directors need not be given to any Director who shall be present at such meeting; and any meeting of the Board of Directors shall be a legal meeting without any notice hereof having been given if all of the Directors of the Corporation then in office shall be present at the meeting or waive such notice in writing before, at or after such meeting.

4.13 Quorum and Manner of Acting. Except as otherwise provided by statute or by these Bylaws, one-half (1/2) of the total members of the Board of Directors shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the Directors present may adjourn any meeting from time to time until a quorum is present. Notice of any adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

4.14 Unexcused absences. Three (3) or more unexcused absences within any twelve (12) month period will result in the automatic resignation from the Board of Directors of any Director. Such automatic resignation is not binding until it is accepted by a majority vote of the Board of Directors. An unexcused absence is defined as failure to attend a regular or duly called special meeting without notification to the Executive Director or a member of the Executive Committee prior to the meeting of the Director's intention to be absent.

4.15 Proxies. Proxies shall not be allowed or used.

ARTICLE V OFFICERS

5.1 Number. The officers shall be a President, Vice President, Secretary, and such other officers as may be appointed by the Board of Directors. Any two (2) or more offices may not be held by the same person.

5.2 Election, Term of Office, and Qualification. The officers shall be members of the Board of Directors. All officers shall be elected annually by the Board of Directors and, except in the case of officers appointed in accordance with the provisions of Section 5.11 hereof, each shall hold office until the next annual election of officers and until his or her successor shall have been duly elected and qualified, or until his or her death, or until he or she shall resign, or until he or she shall have been removed in the manner provided in these Bylaws.

5.3 Resignations. Any officer may resign at any time by giving written notice of his or her resignation to the Corporation, including the Board of Directors, to the President, or to the Secretary of this Corporation. Any such resignation shall take effect at the time, if any, specified therein or, if no time is specified therein, upon receipt thereof by the Board of Directors, President, or Secretary of this Corporation; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.4 Removal. Any officer may be removed, either with or without cause, by a vote of a majority of the total number of Directors, at any annual or special meeting called for the purpose, and such purpose shall be stated in the notice or waiver of notice of such meeting unless all the Directors of this Corporation shall be present at the meeting.

5.5 Vacancies. A vacancy in any office because of death, resignation, removal, or any other cause shall be filled for the unexpired portion of the term in the manner prescribed in these Bylaws for election or appointment to such office.

5.6 Chairperson of the Board. The President shall be the Chairperson of the Board and shall preside at all meetings of the Board of Directors and by virtue of this office, shall be a member and Chairperson of the Executive Committee. Subject to the direction and control of the Board, the President shall see that the resolutions and direction and control of the Board are carried into effect, and, in general, shall discharge all duties incident to the office of President by the Board.

The President may execute for the Corporation all contracts, deeds, conveyances, mortgages, leases, bonds, and other instruments in writing that may be required or authorized by the Board of Directors.

5.7 Vice President. The Vice President shall be elected by the Board of Directors, shall have such powers and shall perform such duties as may be prescribed by the Board of Directors or by the President. In the event of absence or disability of the President, the Vice President shall succeed to his or her powers and duties, including acting in the place and stead of the President at all meetings of the Board of Directors which the President does not attend.

5.8 Secretary. The Secretary shall record all meetings of the Board of Directors and the Executive Committee, if any; shall ensure that a register of the names and addresses of all members of the Board of Directors of this Corporation are kept; shall ensure that at all times a complete copy of the Articles of Incorporation and all amendments and restatements thereof and a complete copy of these Bylaws and all amendments and restatements hereof are kept on file; shall, when directed to do so, give proper notice of meetings of the Board of Directors and meetings of the Executive Committee, if any; shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the President; and, in general, shall perform all duties usually incident to the office of the Secretary.

5.9 Treasurer. The Treasurer shall chair the Finance Committee of this Corporation and provide oversight of the financial affairs of the organization. The Treasurer shall delegate to the Executive Director the responsibility to ensure that accurate accounts are kept of all monies of this Corporation received or disbursed; the responsibility to ensure that deposits are made of all monies, drafts and checks in the name of and to the credit of this Corporation in such banks and depositories as a majority of the Board of Directors shall from time to time designate; the power to endorse for deposit all notes, checks and drafts received by this Corporation; the responsibility to ensure that the funds of this Corporation are disbursed as ordered by the Board of Directors; and proper vouchers are made thereof; the responsibility to ensure that, whenever required, an account of all the financial transactions, made under his or her authority, and of the financial condition of this Corporation are rendered to the President and the Board of Directors. The Treasurer shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the President; and, in general,

shall perform all duties usually incident to the office of the Treasurer.

5.10 Other Officers and Agents. This Corporation may have such other officers and agents as may be deemed necessary by the Board of Directors. Such other officers and agents shall be appointed in such manner, have such duties, and hold their offices for such terms as may be determined by resolution of the Board of Directors.

5.11 Delegation of Authority. Unless prohibited by the Board of Directors, an officer elected or appointed by the Board of Directors may delegate some or all of the duties or powers of his or her office to a qualified staff person. An officer who delegates the duties or powers of an office remains subject to the standard of conduct for an officer with respect to the discharge of all duties and powers so delegated.

ARTICLE VI COMMITTEES

6.1 Designation of Executive Committee. The Executive Committee shall be composed of the President, Vice-President, Treasurer, and Secretary of the Board of Directors and any other Director appointed by the Board of Directors. In accordance with Section 5.06, the President shall be the Chairperson of the Executive Committee. When a member of the Executive Committee ceases to be a Director of this Corporation, such person automatically shall cease to be a member of the Executive Committee of this Corporation.

6.2 Powers of Executive Committee. Except for the power to amend the Articles of Incorporation and the Bylaws of this Corporation the Executive Committee shall have all of the powers and authority of the Board of Directors of this Corporation in the management of the property, business and affairs of the Corporation in the intervals between meetings of the Board of Directors, subject always to the direction and control of the Board of Directors.

6.3 Designation of Board Committees. The Board of Directors may designate one or more committees from time to time to govern the activities of the Corporation and may adopt such regulations as it deems advisable with respect to the membership, authority, and procedures of such committees. The Board of Directors shall have the authority to set the number of committee members of such committees. Except for the Executive Committee, members of Board committees need not be members of the Board of Directors.

6.4 Meetings. Subject to these Bylaws and to such regulations as the Board of Directors and the Executive Committee may adopt from time to time, each committee designated by the Board of Directors or the Executive Committee may hold meetings at such times and places as it may, from time to time, determine, unless otherwise directed by the Board of Directors or the Executive Committee. In addition, special meetings of the Executive Committee shall be held whenever called by the President or by any one (1) other member of the Executive Committee, upon the same notice as provided for in Section 4.11 hereof for special meetings of the Board of Directors, unless excused in

accordance with Section 4:12 hereof.

6.5 Quorum and Manner of Acting. At each meeting of a committee, the presence in person of at least a majority of the currently appointed committee members shall be necessary to constitute a quorum for the transaction of business. In the absence of such a quorum, any meeting may be adjourned from time to time by a majority of the committee members present. If a quorum is present when a duly called or held meeting is convened, committee members present may continue to transact business until adjournment, even though the withdrawal of committee members originally present leaves less than the proportion or number otherwise required for a quorum. The affirmative vote of a majority of the members of the committee present at the meeting shall be the act of the committee.

ARTICLE VII FINANCIAL MATTERS

7.1 Books and Records. The Board of Directors of this Corporation shall cause to be kept:

7.1.1 Records of all proceedings of the Board of Directors and the Executive Committee, if any; and

7.1.2 Such other records and books of account as shall be necessary and appropriate to the conduct of the corporate business or as required by law.

7.2 Documents Kept at Registered Office. The Board of Directors shall cause to be kept at the registered office of this Corporation originals or copies of:

7.2.1 Records of all proceedings of the Board of Directors and the Executive Committee, if any;

7.2.2 All financial statements of this Corporation;

7.2.3 Voting Agreements; and

7.2.4 Articles of Incorporation and Bylaws of this Corporation and all amendments and restatements hereof.

7.3 Accounting System and Audit. The Board of Directors shall cause to be established and maintained, in accordance with generally accepted accounting principles applied on a consistent basis, an appropriate accounting system for this Corporation. The Board of Directors shall cause the records and books of account of this Corporation to be audited, at least once in each fiscal year and at such other times as it may deem necessary or appropriate, and shall retain such person or firm for such purposes as it may deem appropriate.

7.4 Compensation. The Board of Directors of this Corporation may, at any time and from time to time, by resolution adopted by a majority of the total number of Directors, provide for the payment of compensation to any officer, agent, or employee of this Corporation for personal services rendered to this Corporation, or provide for the payment or reimbursement of any expenses necessarily paid or incurred by any Director, officer, agent, or employee, but only if and to the extent that the performance of such service or the incurrence of such expenses is directly in furtherance of the charitable purposes of this Corporation and the compensation or the amount of expenses paid or reimbursed, as the case may be, is reasonable and not excessive.

7.5 Fiscal Year. The fiscal year of the Corporation shall be designated by the Board of Directors.

7.6 Checks, Drafts, and Other Matters. All checks, drafts, or other orders for the payment of money and all notes, bonds, or other evidences of indebtedness issued in the name of this Corporation shall be signed by such officer or officers, agent or agents, employee or employees of this Corporation and in such manner as may from time to time be determined by resolution of the Board of Directors.

ARTICLE VIII WAIVER OF NOTICE

8.1 Whenever notice of any meeting is required to be given by these Bylaws or any of the corporate laws of the State of Minnesota, such notice may be waived in writing, signed by the person or persons entitled to such notice, whether before, at, or after the time stated therein or before, at, or after the meeting.

ARTICLE IX WRITTEN AUTHORIZATION WITHOUT A MEETING

9.1 Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action or appropriate business communication, including but not limited to telephonic and electronic means, approved by the number of Directors that would be required to take the same action at a meeting of the Board at which all Directors were present; provided that all Directors are notified promptly of its text and effective date. The action is effective when approved by the required number of Directors, unless a different effective time is provided in the action. A Director who does not consent to the action has no liability for action or actions thereby taken.

ARTICLE X AMENDMENTS TO ARTICLES OF INCORPORATION AND/OR BYLAWS AND DISSOLUTION

10.1 The Board of Directors of this Corporation may, by resolution adopted by two-thirds (2/3) of the total number of Directors, amend the Corporation's Articles of Incorporation or Bylaws, as from time to time amended or restated, to include or omit any provision which could lawfully be included or omitted at the time such amendment

or restatement is adopted, provided such amendment is made so as to continue to qualify this Corporation as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or as hereafter amended, or such section of any provision of federal law as is or may hereinafter be applicable. In the event this Corporation shall be dissolved or shall cease to exist or to maintain its organization, all of its remaining real and personal property shall be distributed to and used exclusively by organizations that qualify as tax exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, to be used for educational, charitable and religious purposes.

Effective: March 23, 2010

By: Jodi Pritchard, UCSW
Jodi Pritchard, Secretary

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