

APPROVED

RECEIVED
4-14-10

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Quinn J. Judd
4/15/10

**CHAPTER BYLAWS
OF THE
FINANCIAL PLANNING ASSOCIATION OF MINNESOTA**

ARTICLE I
Name and Location

Section 1.1 Name: The name of this organization will be the Financial Planning Association of Minnesota, a nonprofit corporation incorporated under the laws of the State of Minnesota.

Section 1.2 Principal Office: The initial principal office of the Chapter will be located at Minneapolis Minnesota. This office may be changed and the Chapter may also have offices at such other places that are within the State of Minnesota as the Chapter Board of Directors may determine from time to time.

ARTICLE II
Chapter/National Relationship

The Chapter will be affiliated with the Financial Planning Association ("FPA") and will operate in accordance with the policies developed and published by FPA's Board of Directors. The Articles of Incorporation and the Bylaws of the Chapter will be consistent with the Articles of Incorporation and the Bylaws of FPA. The Chapter's Articles and Bylaws may not be amended without prior written approval of FPA.

ARTICLE III
Purposes

Section 3.1 Purpose: The purpose of the Chapter is to support FPA's Primary Aim.

Section 3.2 Prohibition Against Private Inurement: No part of the net earnings of the Chapter will inure to the benefit of, or be distributable to, its members, directors, officers, committee members or other private persons. Directors and Officers, other than the Executive Director, will not receive any compensation for their services as Directors or Officers. However, the chapter will reimburse, under guidelines published by FPA national annually, expenses that are incurred by Directors or Officers in the performance of their duties.

ARTICLE IV
Membership

Section 4.1 Members: The Chapter will have the same categories of membership and qualifications for membership as the FPA; provided, however, institutional membership can be obtained only from FPA. In order to be a member of the Chapter, an individual must also be a member in good standing of FPA.

Section 4.2 Voting Rights: Each member in good standing will be entitled to one vote on each matter required to be submitted to a vote of the members by law, the Articles of Incorporation, or these Bylaws. A member may vote by written ballot or proxy signed by the member if delivered to the Chapter Secretary by the date and time specified by the Chapter Board of Directors for voting by written ballot or by proxy.

Section 4.3 Suspension or Termination of Membership in the Chapter: Membership in the Chapter will automatically be suspended or terminated upon suspension or termination of membership in FPA.

Section 4.4 Resignation: Any member may resign from the Chapter at any time by giving written notice to the Secretary. Such resignation will take effect at the time specified thereon, or if no such time is stated, at the time of receipt by the Chapter. Such resignation will not relieve the member of the obligation to pay any fees or charges which have accrued and remain unpaid to the Chapter.

Section 4.5 Dues: Membership dues will be established from time to time by FPA. Dues paid to the national office of FPA constitute membership in both FPA and the Chapter. Additional fees may be assessed by the Chapter to conduct meetings and events and for general operational purposes in accordance with the FPA Chapter Policy and Procedure Manual.

Section 4.6 Transfer of Chapter Membership: Membership in FPA is not transferable or assignable; provided, however, that a member may transfer his or her membership to another recognized FPA chapter.

ARTICLE V
Code of Ethics

Chapter members will abide by the FPA Code of Ethics.

ARTICLE VI
Meetings

Section 6.1 Annual Meeting:

A. Time and Place. The annual meeting of the membership will be held at the principal office of the Chapter in the State of Minnesota or at such other place as may be determined by the Chapter Board of Directors and designated in the notice of such meeting.

B. Purpose of Meeting. The business to be transacted at such meeting will be such business as will be properly brought before the meeting. If a Chapter elects its officers by vote of the membership, such election will be held at the Annual Meeting.

C. Notice. No change in the time or place for the meeting will be made within ten (10) days preceding the day on which the meeting is to be held. Written notice of any such change will be given each member at least ten (10) days before the meeting is held, either in person or by facsimile transmission or by letter mailed or by email to the member at the address last shown on the books of the Chapter.

Section 6.2 Special Meetings: Special meetings of the membership may be called for any purpose or purposes by the President or the Chair of the Board, unless otherwise prohibited by statute. Special meetings will be called by the President or Secretary at the request in writing of at least five (5) members of the Chapter Board of Directors or of not less than 10% of all of the members of the chapter entitled to vote. Such request will state the purpose or purposes of the proposed meeting.

Section 6.3 Notice and Purpose of Meetings; Waiver: Each member entitled to vote at any meeting will be given, in person or by mail or by facsimile transmission or by email, written or printed notice of the purpose or purposes and the time and place of any meeting of members. Except as provided by state law, such notice will be mailed not less than ten (10) days before the meeting nor more than fifty (50) days prior to the meeting. Such notice may be included as part of a facsimile, newsletter, magazine or other publication but is not required to be so published. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Chapter may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days, or if after the adjournment a new date is fixed for the adjourned meeting, a notice of the adjourned meeting will be given to each member entitled to vote at the meeting.

Section 6.4 Quorum: Except as otherwise provided by state law, a quorum at all meetings of members for purposes of conducting a vote of the members will consist of ten percent (10%) of the members entitled to vote. If a quorum is not represented at any meeting of the members, such meeting may be adjourned for a period not to exceed sixty (60) days.

Section 6.5 Presiding Officer: Meetings of the members will be presided over by the President. If the President is not present, the meetings will be presided over in the following order: President-Elect; Chair of the Board; person chosen by the Chapter Board of Directors; or person chosen by a majority of the members of the Chapter entitled to vote at the meeting and who are present in person. The Secretary of the Chapter, or if not present, a person chosen by the Chapter Board of Directors, will act as Secretary at meetings of members.

Section 6.6 Order of Business: The meetings and proceedings of the Chapter will be conducted in accordance with the Rules of Order adopted by the Board of Directors, unless otherwise provided in these Bylaws.

Section 6.7 Manner of Acting: Except as otherwise provided by law, all matters will be determined by a vote of a majority of the members present in person or, if permitted, by those voting by written ballot or by proxy.

ARTICLE VII
Chapter Board of Directors

Section 7.1 General Powers, Number and Tenure: The governing body of this Chapter shall be the Board of Directors. The Chapter Board of Directors will manage, supervise, control and direct the affairs of the Chapter; will actively pursue the objectives of the Chapter; and will supervise the receipt and the disbursement of funds. Each Director will be an active member of FPA and of the Chapter in good standing. The Chapter Board of Directors may delegate areas of its authority as it deems appropriate provided such delegation complies with state law. The minimum number of Directors will be five (5). No decrease in the number of Directors will have the effect of shortening the term of any incumbent Director.

The Chapter will strive to have at least 75% of the voting members of the Chapter Board of Directors as CERTIFIED FINANCIAL PLANNER® ("CFP") certificants and a majority of the voting members of the Board of Directors will be CFP certificants who hold themselves out as financial planners. All Officers of the Chapter and the Chair of the Board will be Directors.

Section 7.2 Election of Chapter Board of Directors:

The Chapter Directors and Officers will be elected by the current Chapter Board of Directors at the Annual Meeting of the Board and each director will hold office for a period of one (1) year, beginning on January 1st of each year. Directors. Total service on the board as a director may not exceed three consecutive years, unless such service is extended by election as an officer. Directors may return to the board following a break of one year.

Not less than 60 days prior to the elections, the President will convene a Nominating Committee consisting of not less than five members. This committee will present a full slate of names for the Directors to be elected at the annual meeting of the Board of Directors. Any person nominated must be a member in good standing of FPA and the Chapter and must give his or her consent to being nominated for such office.

Not less than 30 days prior to the annual meeting, the nominating committee will submit nominations for Directors to the Board of Directors. Additional nominations from the floor may be accepted at the annual board meeting, provided the nominee agrees. If a member is nominated for office from the floor in absentia, the nominee must have first accepted the nomination in writing. Such acceptance will be presented to the Chair of the Annual Meeting at the time of the nomination.

Section 7.3 Vacancies: If any vacancies occur in the Chapter Board of Directors, they will be filled by a vote of the majority of the Directors still in office.

Section 7.4 Quorum: At any meeting of the Chapter Board of Directors a simple majority of voting members of the Chapter Board of Directors will constitute a quorum for the transaction of business of the Chapter and any such business thus transacted shall be valid providing it is affirmatively passed upon by the majority of the Directors voting, except as otherwise provided in these Bylaws.

Section 7.5 Voting: Each Director will be entitled to no more than one vote and the voting rights of a Director will not be delegated to another person, exercised by proxy or exercised in absentia. In the event that the position of director is shared, the vote remains limited to one.

Section 7.6 Meetings of the Chapter Board of Directors:

A. Regular Meetings. Regular meetings of the Chapter Board of Directors will be held at such times as are fixed from time to time by resolution of the Chapter Board of Directors. The initial meeting of the newly elected Directors and Officers will be held within a period not greater than three (3) months after the annual meeting of the members at a time and date selected by the President. Notice shall be given of regular meetings of the Chapter Board of Directors at least ten (10) days prior to the meeting date. Notice of the business to be transacted at such meeting is required in advance.

B. Special Meetings. Special meetings of the Chapter Board of Directors may be called by the President or a majority of the Directors on seventy-two (72) hours notice to each Director, given personally or by mail, telephone, telegraph, e-mail or facsimile transmission. The notice will state the time, place and purpose of the meeting. By attending or participating in a special meeting, a Director waives any required notice of such meeting unless the Director, at the beginning of the meeting, objects to the holding of the meeting or the transacting of business at the meeting.

C. Telephonic Meetings. Members of the Chapter Board of Directors or any committee designated by the Chapter Board of Directors may participate in a meeting by means of a conference telephone call or by similar communications equipment by which all persons participating in the meeting can hear one another at the same time. Such participation will constitute presence in person at the meeting.

Section 7.7 Removal or Resignation:

A. Removal. Except as otherwise provided by law or the Articles of Incorporation, any Director or Directors may be removed from office, with or without cause, by a two-thirds (2/3rds) vote of the those who are entitled to vote and present at a meeting at which a quorum is present.

B. Resignation. A Director may resign at any time by giving written notice to the Chapter Board of Directors, the President or Secretary of the Chapter. Unless otherwise specified in such written notice, a resignation will take effect upon delivery to the Chapter Board of Directors or the designated Officer. It is not necessary for a resignation to be accepted before it becomes effective.

Section 7.8 Manifestation of Dissent: A Director who is present at a meeting of the Chapter Board of Directors at which action is taken will be presumed to have assented to the action taken, unless the Director contemporaneously requests that his or her dissent be entered in the Minutes of the meeting, or unless the Director provides a written dissent to such action to the presiding officer of the meeting before its adjournment or to the Secretary of the Chapter immediately after the adjournment of the meeting. Such right to dissent will not apply to a Director who voted in favor of such action.

Section 7.9 Action by Consent: Any action required or permitted to be taken at any meeting of Directors may be taken without a meeting if a written consent to such action is signed by all members of the Chapter Board of Directors and such written consent is filed with the minutes. Such action is effective when all Directors have signed the consent, unless the consent specifies a different effective date. Such consent has the same force and effect as a unanimous vote of the Directors.

Section 7.10 Committees: The Chapter may have an Executive Committee made up of the officers of the Chapter. The President may appoint such other committee or committees as it deems advisable and with such rights, powers, and authority the President will prescribe. The President, with the consent of the Board, will have the power at any time to fill vacancies, change the membership of the committee, and discharge any committee.

ARTICLE VIII
Officers

Section 8.1 Designations: The Officers of the Chapter will be elected by the Chapter Board of Directors. Each Officer will be an active member of the FPA and of the Chapter in good standing and must be a volunteer member of the Chapter (not a paid administrator). The officers of the chapter will be: Chairperson, President, President-Elect, Secretary, and Treasurer, and such other Officers and agents that the Board of Directors shall deem necessary or appropriate. Any current or former director in good standing is eligible for election as President-elect. All Officers of the Chapter will exercise the powers and perform the duties as determined by the Chapter Board of Directors. Any number of offices may be held by the same person, unless state law, the Articles of Incorporation, or these Bylaws provide otherwise. A Chapter will not be required to have any officers other than a President, President-Elect, Secretary and Treasurer.

Section 8.2 Term, Removal and Resignation from Office: An officer will hold office for a period of one (1) year or until a successor is duly elected and qualified beginning on January 1st of each year. President-Elect, President and Chair will only serve for one term in each position. Officers may not again serve on the board for a period of three years after the end of their last year in office. At the end of their terms, the President shall become the Past President/Chair and the President-Elect shall become the President. Any member in good standing is eligible for election as Secretary and/or Treasurer, and may hold office for up to three (3) years. The Board of Directors has the authority to extend the service of the Secretary and/or Treasurer up to three additional (3) years, as long as the total consecutive time served on the board does not exceed a total of six (6) years.

Any Officer may be removed, with or without cause, at any time by the affirmative vote of two-thirds (2/3rds) of the Chapter Board of Directors. If any vacancy occurs in any office because an officer is unable to complete the term of office for any reason, the President will appoint a successor, with the approval of the Chapter Board of Directors, for the remainder of the term. An Officer may resign at any time by giving written notice to the Chapter Board of

Directors, the President or Secretary of the Chapter. Unless otherwise specified in such written notice, a resignation will take effect upon delivery to the Chapter Board of Directors or the designated Officer. It is not necessary for a resignation to be accepted before it becomes effective.

Section 8.3 Chair of the Board: The Chair of the Board will be the most recent past President of the Chapter and, subject to the direction of the Chapter Board of Directors, will perform such executive, supervisory and management functions and duties as may be assigned from time to time by the President.

Section 8.4 President: The President will be the chief executive officer of the Chapter and, subject to the direction of the Chapter Board of Directors, will have general responsibility for the affairs and property of the Chapter and general supervision over its other Officers and agents. The President will perform all duties incident to the office of President and will see that all orders and resolutions of the Chapter Board of Directors are implemented.

Section 8.5 President-Elect: The President-Elect will, in the absence of the President or in the event of the President's disability, removal or resignation, perform the duties and exercise the powers of the President. The President-Elect will generally assist the President and perform such other duties and have such other powers as may from time to time be prescribed by the President.

Section 8.6 Secretary: The Secretary will attend all meetings of the Chapter Board of Directors and the membership and will record all votes and the proceedings of the meetings. The Secretary will perform like duties for the Executive Committee or other committees; will give, or cause to be given, notice of all meetings of members and special meetings of the Chapter Board of Directors; and will perform such other duties as may from time to time be prescribed by the Chapter Board of Directors, the Chair of the Board, or the President. The Secretary will have custody of the seal of the Chapter and will have authority to affix it to any instrument requiring it.

Section 8.7 Treasurer: The Treasurer will have the custody of the Chapter funds and other valuable effects, including securities, and will keep full and accurate accounts of receipts and disbursements and will deposit all moneys and other valuable effects in the name and to the credit of the Chapter in such depositories as may from time to time be designated by the Chapter Board of Directors. The Treasurer will disburse the funds of the Chapter in accordance with the direction of the Chapter Board of Directors and will provide to the Chair of the Board, the President, the Chapter Board of Directors and the FPA an account of all transactions and the financial condition of the Chapter.

ARTICLE IX Financial Matters

Section 9.1 Fiscal Year: The Chapter fiscal year will be the calendar year.

Section 9.2 Budget: The Board will establish a budget no later than the beginning of each fiscal year.

Section 9.3 Review: The finances of the Chapter will be assessed quarterly and annual financial reports will be prepared and forwarded to the FPA Chapter Relations department as required by the Chapter Policies and Procedures Manual. At least annually the Chapter secretary will post the financial report on the Chapter website. At an interval no longer than five years, an outside assessment of the Chapter's financial policies, procedures and statements should be conducted by a non-related certified public accounting firm.

ARTICLE X Execution of Instruments, Deposits and Funds

Section 10.1 Execution of Instruments: The Chapter Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Chapter to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee will have any power or authority to bind the Chapter by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 10.2 Checks and Notes: Except as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Chapter will be determined by policies established by the Chapter Board of Directors.

ARTICLE XI
Corporate Records, Reports and Seal

Section 11.1 Maintenance of Corporate Records: The Chapter will keep at its principal office:

- A. Minutes of all meetings of directors, committees of the board and meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- B. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- C. A record of its members indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- D. A copy of the Chapter's Articles of Incorporation and Bylaws as amended to date, which will be open to inspection by the members of the Chapter at all reasonable times during office hours. Current copies must be on file with national FPA.

Section 11.2 Corporate Seal: The Chapter Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal will be kept at the principal office of the Chapter. Failure to affix the seal to corporate instruments, however, will not affect the validity of any such instrument.

ARTICLE XII
Liability, Indemnification, and Insurance

Section 12.1 Nonliability of Directors: The directors will not be personally liable for the debts, liabilities, or other obligations of the Chapter.

Section 12.2 Indemnification by Chapter of Directors And Officers: The directors and officers of the Chapter will be indemnified by the Chapter to the fullest extent permissible under the laws of the State of Minnesota.

Section 12.3 Insurance: Except as may be otherwise provided under provisions of law, FPA will provide the Chapter Board of Directors and Officers with annual proof of director and officer liability insurance against liabilities asserted against or incurred by such persons in such capacity or arising out of such person's status.

ARTICLE XIII
Dissolution

In the event of termination or dissolution of the Chapter, the Chapter will dissolve and distribute all assets in accordance with the FPA Chapter Affiliation Agreement within 60 days of the date of termination.

ARTICLE XIV
Amendment of Bylaws

These Bylaws may be amended by a two-thirds (2/3rds) vote of the Directors present at any regular or special meeting of the Chapter Board of Directors duly called and regularly held; provided, however, that no such amendments will be effective until they are approved by FPA. Notice of consideration of any such amendment will be sent in writing to members of the Chapter Board of Directors at least ten (10) days before such meeting.

Adopted December 9, 2008.

Revised and adopted by unanimous vote of the Directors present on April 13, 2010 at the Financial Planning Association of Minnesota Board of Directors regular meeting.

RECEIVED
4-14-10

Ok Wendy

Approved by FPA MN Board 04/13/2010

4/15/10

APPROVED

4-17-10

FPA CHAPTER AFFILIATION AGREEMENT

This Chapter Affiliation Agreement ("Agreement") is made this 13th day of April, 2010, by and between the Financial Planning Association, a District of Columbia nonprofit corporation ("FPA") and the Financial Planning Association of Minnesota ("FPAMN").

WHEREAS, FPA and the Chapter wish to describe their understanding concerning the services to be rendered and other rights and obligations of the parties;

NOW, THEREFORE, in consideration of the foregoing and of their mutual promises and agreements, FPA and the Chapter agree as follows:

1. PREAMBLE

1.1 FPA is a nonprofit tax-exempt organization ("FPA") organized under Section 501(c)(6) of the Internal Revenue Code and incorporated under the laws of the District of Columbia. The purpose of FPA is to serve the needs of its members, to establish the value of financial planning and the success of the financial planning profession.

1.2 Pursuant to the Bylaws of FPA, all Chapters of FPA will exist under the sanction of FPA subject to this Chapter Affiliation Agreement and other policies adopted by FPA from time to time.

1.3 The Chapter agrees to support FPA's Primary Aim and will abide by the following documents (which may be modified from time to time by FPA) including but not limited to the Chapter Articles of Incorporation, Chapter Bylaws, Chapter/National Objectives and Responsibilities (Exhibit 1 to this Agreement), and Chapter Policies and Procedures Manual (Exhibit 2 to this Agreement). Exhibits 1 and 2 are incorporated herein by reference.

1.4 This agreement contains the mutual rights and responsibilities of FPA and the Chapter concerning their relationship with each other and to other FPA Chapters.

2. JURISDICTION

FPA has the authority to assign, modify or withdraw the geographical jurisdiction of the Chapter. Upon receipt of a fully executed copy of this agreement, FPA will authorize the Chapter to represent FPA as the Financial Planning Association of Minnesota. FPA will establish the geographic area to be served by the Chapter.

3. FPA OBLIGATIONS

3.1 FPA will provide the Chapter with certain materials to assist the Chapter in recruiting members, providing assistance in preparing and presenting educational programs, making available certain supplies, and providing the Chapter Policies and Procedures Manual regarding the operation of the Chapter.

3.2 Membership dues will be established from time to time by the FPA National Board of Directors. Dues paid by individuals to FPA will be for membership in both FPA and the Chapter. Additional fees may be assessed by the Chapter to conduct meetings and events and for general operational purposes in accordance with the Chapter Policy and Procedure Manual.

4. CHAPTER OBLIGATIONS

The Chapter will take all appropriate action to sustain membership growth. The Chapter will develop policies and procedures consistent with FPA's policies and procedures.

5. INSURANCE, LIABILITY AND INDEMNIFICATION

5.1 FPA will maintain director and officer liability insurance and will provide Chapter with certificates of insurance. Such insurance will be provided to the Chapter by FPA and the Chapter will reimburse FPA for the cost of such insurance. FPA reserves the right to require the Chapter to obtain other insurance coverage as FPA may determine from time to time.

5.2 FPA and the Chapter expressly acknowledge and agree that FPA and the Chapter are, and intend to maintain, separate corporate entities. As such, FPA will not incur any liability, obligation or expense on behalf of the Chapter unless the act giving rise to the potential liability will have first been approved in writing by FPA.

5.3 The Chapter hereby indemnifies, holds harmless and agrees to defend and pay all costs and expenses as they are incurred, FPA and its officers, directors, agents, members and employees from and against any action, suit, proceeding, asserted claim, damage, liability, obligation, cost and expense which may be incurred by FPA and/or its officers, directors, agents and employees and which may arise by reason of any act or failure or omission to act by the Chapter or by any officer, director, agent, member or employee thereof, any breach of this Agreement, or the failure or refusal of Chapter and its officers, directors and employees to comply with and conform to FPA Bylaws, or which in any other way pertains to the relationship and mutual rights and responsibilities between the Chapter and FPA.

6. LIMITED LICENSE OF FPA MARKS AND INTELLECTUAL PROPERTY

6.1 FPA national owns all FPA copyrights, trademarks, logos and other intellectual property ("Intellectual Property"), defines the use of all its Intellectual Property, and manages adherence to all Intellectual Property usage guidelines. FPA will provide Chapter with all trademarks and service marks to prevent unnecessary expenses to Chapter in order to comply.

6.2 FPA grants a non-exclusive, royalty-free license to the Chapter to use certain of the trademarks or service marks ("Marks") now owned or developed by FPA in the future. Use of the Marks is limited to those activities, services or products that are approved in writing by FPA. The Chapter agrees that all use of the Marks will conform to the usage established by FPA and communicated to the Chapter from time to time. Upon termination, dissolution, merger or any other transfer of assets by the Chapter, this license will terminate and the Chapter will cease all use of the Marks and Intellectual Property, return all materials containing the Marks and Intellectual Property, and cease using the FPA name, Marks and Intellectual Property.

6.3 Upon request by FPA, the Chapter will submit to FPA for review any and all Chapter materials in which the Marks appear. FPA will have the right to require changes to such materials for the purpose of insuring proper use of the Marks.

6.4 The Chapter will not question or attack the ownership or validity of the Marks nor the validity or enforceability of this limited license. All use of the Marks will inure to the benefit of FPA. The Chapter agrees to notify FPA immediately of any unauthorized use of the Marks.

6.5 FPA makes available to chapters a "chapter web site template" that offers basic web site functionality and upholds FPA's design and branding guidelines. If the chapter elects to use this template, it will be required to adhere to site management requirements outlined in the chapter policies and procedures manual. If the chapter elects to develop and maintain its web site on its own, it will be required to adhere to the design and branding specifications for chapter web sites as provided in the chapter policies and procedures manual.

7. EFFECT OF OTHER DOCUMENTS

FPA and the Chapter acknowledge the existence, force and effect of the following documents: (A) FPA Articles of Incorporation; (B) FPA Bylaws; (C) FPA Code of Ethics as currently existing as to be adopted by FPA; (D) Chapter Articles of Incorporation (or equivalent document), as currently existing or as to be adopted by FPA; (E) Chapter Bylaws; (F) Objectives and Responsibilities document; and (G) the Chapter Policies and Procedures Manual, as currently existing or as adopted by FPA. If at any time any provision of the Agreement is determined to be inconsistent with any provision of the documents named in (A), (B) and (C) above, said documents will control.

8. TERM/ RENEWAL/TERMINATION

8.1 The parties acknowledge and agree that, subject to the terms of Paragraph 8.2 below, this Agreement will continue for a period of one (1) year after the effective date hereof, and will automatically renew for successive one (1) year periods, unless terminated or modified by FPA.

8.2 The parties acknowledge and agree that this Agreement may be terminated by FPA under the following circumstances:

- A. At any time by providing the Chapter with thirty (30) days prior written notice of such termination;
- B. Upon the filing of a petition of bankruptcy by or against the Chapter which is not dismissed within ninety (90) days after the date filing;
- C. Upon placement of the assets of the Chapter in the hands of a receiver or an assignment of assets by the Chapter for the benefit of its creditors;
- D. Upon the voluntary or involuntary dissolution of the Chapter.

In the event of termination or dissolution of the Chapter, to the extent allowed under applicable law, all of the assets of the Chapter will be distributed to FPA within 60 days of the date of termination. In the event that the Chapter Board of Directors will fail to act in the manner herein, the state court in which the principal office of this Chapter has been located will make such distribution as herein provided, upon the petition of FPA or other persons having an interest in the Chapter or its assets.

9. MISCELLANEOUS PROVISIONS

9.1 Nothing in this Agreement will be deemed to create a partnership, joint venture or agency relationship between FPA and Chapter to make either party jointly liable for any obligation of the other arising out of the activities and services contemplated or performed by this Agreement. Neither party will have any power or authority to act in the name of or on behalf of the other party except with the express written consent of such party.

9.2 Waiver by either party of any term, condition or breach will not constitute a waiver of any other term, condition or breach of this agreement. In the event any provision of this Agreement is held invalid or unenforceable then the remaining provisions of this Agreement will be in full force and effect.

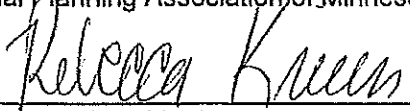
9.3 This Agreement contains all of the terms agreed upon by the parties with respect to its subject matter and supersedes all prior agreements, arrangements, promises and communications between the parties concerning such subject matter, whether oral or written. This Agreement can be amended upon approval of FPA as outlined in the Policies and Procedures Manual.

9.4 Neither party will assign any of its rights or obligations under this agreement, in whole or in part, without the written consent of the other party.

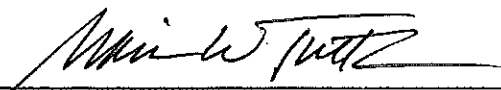
9.5 Unless otherwise required by state law, the parties agree that the jurisdiction, venue and choice of law will be the District of Columbia.

IN WITNESS WHEREOF, the parties have caused this Chapter Affiliation Agreement to be executed by their duly authorized officers, effective as of the day and year first written above.

Financial Planning Association of Minnesota

By: 
President
4/13/10
Date

Financial Planning Association (FPA):

By: 
CEO/Executive Director
4/17/10
Date



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NP-RA, RO

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FINANCIAL PLANNING ASSOCIATION OF MINNESOTA**

The undersigned incorporators hereby establish a nonprofit corporation pursuant to the laws of Minnesota and adopt the following amended and restated Articles of Incorporation.

Article I
Corporate Name

The name of the Corporation is the Financial Planning Association of Minnesota.

Article II
Period of Duration

This Corporation will exist in perpetuity unless dissolved according to law.

Article III
Purposes

The Financial Planning Association of Minnesota is a Chapter of the Financial Planning Association, a District of Columbia nonprofit corporation ("FPA"). The purpose of the Chapter is to serve the needs of its members and to establish the value of financial planning and the success of the financial planning profession.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation will not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in Section 501(c)(6) of the Internal Revenue Code of 1986, or cause it to lose such exempt status.

No part of the net earnings of the Corporation will inure to the benefit of or be distributable to any member, director or officer of the Corporation, or any other private person. Directors and Officers, other than the Executive Director, will not receive any compensation for their services as Directors or Officers. However the Association will reimburse, under guidelines published annually, expenses that are incurred by Directors or Officers in the performance of their duties.

Article IV
Powers & Limitations

In furtherance of the preceding purposes, the Corporation will have and may exercise all of the rights, powers, privileges and immunities now or subsequently conferred upon nonprofit corporations organized under the laws of the State of Minnesota.

Article V
Membership

The corporation will have such categories of members whose rights and privileges are set forth in the Bylaws of FPA. Dues will be established by FPA.

Article VI
Directors

The corporate powers and management of the Corporation will be vested in and exercised by a Chapter Board of Directors. The Chapter Board of Directors will be composed of a minimum of five (5) members or the minimum number of members as shall be specified by the laws of the State of Minnesota. The names and addresses of the directors are:

<u>NAME</u>	<u>ADDRESS</u>
Shawn Jacobson, CFP®	3500 American Blvd West, #675, Bloomington MN 55431
Nate Wenner, CPA, CFP®	7601 France Avenue S, #400, Edina MN 55435
Bob Eichten, CPA	626 East 58th Street, Minneapolis MN 55417
Rebecca Krieger, CPA, CFP®	5200 West 73rd Street, Edina MN 55439
Lynsey Wallin	3017 North Asbury Street, Roseville MN 55113
Todd Fierst	13911 Ridgedale Drive, #140, Minnetonka MN 55305
Michelle Marquez	6000 Nathan Lane N, #400, Minneapolis MN 55447
Lauri Salverda, CFP®, CFA	750 Main St, #215, Mendota Heights, MN 55118
Joe Pitzl, CFP®	14530 Pennock Avenue, Apple MN 55124
Jennifer Ragborg, CFP®, ChFC	1609 County Rd 42 W, #318, Burnsville MN 55306
John Comer, CFP®	10219 36th Place N., Plymouth MN 55441
Charles Buck, CFP®	9733 Wellington Ridge, Woodbury MN 55125
Mike Miller, CFP®	3181 Fernbrook Lane N, Minneapolis, MN 55447
Dennis Mulligan CLU ChFC	2989 Canyon Road, Chaska, MN 55318

Article VII
Officers

The Corporation will have such officers as may from time to time be prescribed by the Bylaws. Their terms of office and the manner of their designation or selection will be determined according to the Bylaws then in effect.

Article VIII
Registered Office and Registered Agent

The address of the initial registered office of the Corporation is 3900 Main Street NE, Minneapolis, Minnesota 55421 and the name of the registered agent at such address is Bonnie Stanley.

Article IX
Dissolution

Upon any liquidation, dissolution or winding up of the Corporation, the Board of Directors will, after paying or adequately providing for the payment of all the obligations and liabilities of the Corporation, dispose of all the assets owned by the Corporation by transferring such assets exclusively to FPA, if FPA is in existence and is qualified as an organization under Section 501(c)(6) of the Internal Revenue Code of 1986 or its successor legislation. Any of such assets not so disposed of will be disposed of by a Court of appropriate jurisdiction exclusively for such exempt purposes or to such organization or organizations, which are organized and operated exclusively for such exempt purposes, as such Court will determine. In the event of termination of the Corporation's relationship with FPA, the Corporation will dissolve and distribute its assets in accordance with its Chapter Affiliation Agreement with FPA.

Article X
Indemnification

The corporation will indemnify its directors, officers, employees and agents in accordance with the laws of the State of Minnesota.

Article XI
Incorporator

The name and address of the incorporator is: Earl H. Cohen, 1700 U.S. Bank Plaza South, 220 South Sixth Street, Minneapolis, MN 55402

IN WITNESS WHEREOF, the above-named incorporator has signed these Articles of Incorporation this 26 day of August, 2009.



EARL H. COHEN

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STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

SEP 02 2009


Mark Ritchie
Secretary of State