

# **Run Minnesota Bylaws**

## **I. Purpose**

This corporation is not operated for profit. The Corporation is organized exclusively for the nonprofit purposes as specifically described in the Articles of Incorporation. All changes to the Corporation's purpose are governed by changes to that document.

## **II. Membership**

The Corporation has no voting members. All members of the Corporation are non-voting members. The management of the affairs of the Corporation is vested in a Board of Directors.

### **A. Eligibility for Membership**

**Non-voting Members.** Those who want to be involved with the Corporation and pay the annual dues of membership (if required) will be considered a non-voting member in "good standing" who enjoys the benefits of membership. The board will determine the types of membership, their dues, etc.

### **B. Members Not Financially Obligated**

No member will be personally responsible for any financial obligation of the Corporation.

### **C. Membership Duration**

Once registered as a Corporation Member, Membership will continue from the date of registration as defined in the membership type.

### **D. Membership Non-transferable**

Membership in Corporation may not be assigned or transferred in any way.

### **E. Membership Termination**

All member rights, privileges, and benefits will cease in the event of:

1. Resignation by the member with notice; or,
2. Death of the member; or,
3. Expiration of the membership duration; or,
4. Failure to pay applicable dues/fees (if any).

### **III. Board of Directors (Governing Body)**

#### **A. Board Governing Powers**

In compliance with state law and common law, the Board of Directors will execute the fiduciary duties (duty of care; the duty of loyalty; and the duty of obedience) to the nonprofit corporation in all aspects of its governance. The Board has all the powers given by state law which are necessary and appropriate for governing the Corporation, including but not limited to the following:

- 1.** Performance of any and all duties imposed upon them collectively or individually by law, by the Articles of Incorporation, these Bylaws, or other written policies and procedures of the Corporation.
- 2.** Appointment and removal of Board Directors & Officers.
- 3.** Oversee the affairs and activities of the Corporation and set policies and procedures.
- 4.** Enter into contracts, leases, or other agreements which are, in the judgment of the Board, necessary or desirable to the delivery and execution of the mission.
- 5.** Acquire, manage, improve, encumber, leverage or dispose of real or personal property, through any lawful method.
- 6.** Oversee the participation in financial transactions such as loans, debt obligations, investments, promissory notes, bonds, deeds of trust, mortgages, pledges, etc.
- 7.** Indemnify the Directors, Officers, agents, employees, or independent contractors for liability alleged against or incurred by persons in this capacity or arising out of the person's status or obtain insurance for these purposes.
- 8.** Uphold the Bylaws, Policies and Procedures of the Corporation.
- 9.** The Board of Directors may engage in acts that are in the best interests of the Corporation and that are not in violation of state or federal laws or regulations. No Director will have any right, title, or interest in or to any property of the Corporation.

#### **B. Board Compensation**

All members of the Board will serve as volunteers. No compensation may be paid to the Directors for their services, time, and efforts in that role. Directors, however, may be reimbursed for necessary and reasonable actual (documented) expenses incurred in the performance of their duties subject to the organization's financial policies and procedures.

### **C. Board Number and Qualification**

Corporation's Board of Directors must be composed of not less than 7 and not more than 15.

All Directors must be over the age of 18 and a dues-paying member of the corporation. These individuals should be broadly representative of the community, possess applicable experience, or meet other eligibility criteria. Directors may not be corporate entities.

### **D. Board Terms**

All Directors will serve a 3-year term. The Corporation will utilize staggered terms or any other reasonable method to preserve institutional knowledge continuation. There is no limitation on the number of terms a director may serve, except that directors must take at least one year off after serving 9 consecutive years.

### **E. Election Process**

Election of Directors may occur as a regular order of business at any Board meeting. Directors will be elected by a vote of the Board of Directors. New Directors will assume office immediately upon election.

At least once a year the Board will publish a call for nominations. Any eligible person interested in serving may submit a written notice of interest to the Secretary or appropriate committee. Or any existing Director may nominate a candidate by submitting a notice of interest.

The Board of the Corporation may vote to elect or reject candidates at any reasonable opportunity (i.e., at any regular meeting or by convening a special meeting if the number of directors will fall below the minimum required).

### **F. Board Member Resignation**

A Director may resign at any time by giving notice to an Officer of the Board. Notice may be in any written form or written acknowledgment. The resignation can be deemed effective immediately without formal acceptance by the board. If a resignation is provided with a later effective date, then the Board may fill the pending vacancy before the effective date and the new Director will be seated on the effective date and will serve out the remainder of the resigning member's term. If less Directors will remain after the resignation than is mandated as the minimum by these bylaws, then the resignation must not be effective until a successor is elected so the minimum number of Directors is maintained.

### **G. Board Member Termination or Removal**

Any Director may be removed at any time with or without cause, by an affirmative vote of a simple majority of all the remaining Directors. The matter of removal may be acted upon at any meeting of the Board of Directors. The Director subject to removal may not vote on the matter. Upon removal, a successive Director may then be elected to fill the vacancy created and serve out the remainder of that term.

## **H. Board Vacancies**

Vacancies in the Board of Directors are filled by a vote of the majority of the remaining Directors at a properly called meeting. The new Director appointed will fulfil the remainder of the term for that seat.

## **I. Regular Board Meetings**

The board will meet routinely, on a schedule designated by the Board which meets or exceeds state nonprofit law minimum requirements.

## **J. Special or Emergency Board Meetings**

Special meetings of the board may be called with 24 hours' notice upon the request of the President, or by one-third of the board.

## **K. Board Meeting Notices**

All written meeting notices, including the date, time, and place of the meeting, are provided to each Director at least 5 calendar days in advance of a meeting. Notice will not be provided more than 60 calendar days in advance of a meeting. This notice may be given through any reasonable method. The board meeting schedule may be set and published to the board annually in lieu of or in addition to other notices.

Directors may waive the notice requirements. Attendance at the meeting is considered a waiver of notice requirements unless the Director objects at the beginning of the meeting that it was not properly called and does not participate in the meeting.

## **L. Board Meeting Quorum**

Unless otherwise specified in these bylaws, at all meetings of the Board of Directors, a simple majority of 51% or greater of seated Directors constitutes a quorum for the transaction of all authorized business. If 51% or greater of seated Directors are not present, no voting may occur.

## **M. Board Action / Voting**

Unless otherwise specified in these bylaws, during Board meetings, all matters are decided by a simple majority vote. There is no cumulative voting among Directors. Board members with a conflict of interest will recuse themselves from all deliberation and the vote in accordance with the Corporation's Conflicts of Interest Policy. Proxy voting is not permitted. The acts of the Board are the acts of the Corporation and must be carried out.

## **N. Private Entity**

The Corporation is a private nonprofit corporation not subject to open meetings law and government data practices. The Corporation may hold its meetings open to the public, if desired or if required by grant funding or similar requirements.

## **O. Meeting Procedures**

All questions of order with respect to any meeting or action of the Corporation, its Board of Directors, or any chartered committee or task force will be resolved in any orderly manner that is deemed appropriate by the President or Committee Chair. The Corporation is not obligated to utilize Robert's Rules of Order.

## **P. Meeting Decorum**

The Corporation follows lawful and nonprofit sector best practices for conducting business meetings. The Board of Directors will exemplify, communicate, and enforce the expectation that meetings are conducted in an orderly and respectful manner. The Board of Directors reserves the right to excuse any Director, Officer, member, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. The President has the responsibility to require order in a meeting. To that end, the President has the authority to call a Director, Officer, or member to order, and exclude non-members, if necessary, to maintain an orderly meeting. The President has the authority to remove a participant from the meeting. Another Officer may act in the President's place if required.

## **Q. Board Meetings by Remote Participation**

To the extent permitted by state law, meetings of the Board of Directors may occur either in part or solely through remote communication, if desired. The method of remote communication must allow all Directors in attendance to participate contemporaneously in the meeting.

## **R. Board Written Action Without a Meeting**

Any action that could be taken at a Board meeting may instead be taken by written action, so long as the following conditions are met:

- The action is taken by either a unanimous vote or a vote of 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.
- The votes cast through written action must be voted on through authenticated electronic communication (defined as communication that includes information which one can reasonably identify who the sender was (for example, a known email address, phone number, certified e-signature program, etc.)).
- Once the vote is complete, all directors are given immediate notice of the text and effective date of the written action.
- Action taken under this section is effective when the last director signs the consent unless the consent specifies a different effective date.
- Action taken under this section has the effect of a meeting vote and may be described as a meeting vote in any document.

## **IV. Advisory Council**

### **A. Number and Qualifications**

The Corporation may have an Advisory Council if desired. The Advisory Council members are elected and removed by a vote of the Board of Directors at any meeting. The Advisory Council is composed of not less than 3 persons who are members of the organization. The Board of Directors will seek Advisory Council members who have an expressed concern for the mission, or who have demonstrated expertise in relevant areas. Advisory Council members are not required to be over age 18.

### **B. Powers**

Any Advisory Council does not have any powers to govern the Corporation or vote on corporate matters. Instead, the Advisory Council is a body that provides non-binding strategic advice to the governing Board of Directors. Advisory Council members may attend Board meetings and may serve on committees or task forces.

### **C. Terms**

Once appointed, Advisory Council members will serve 1-year terms. There is no limit to the number of terms an Advisory Council member may serve.

### **D. Meetings**

The Advisory Council will meet at least annually. Advisory Council members meetings may include remote participation.

## **V. Officers**

### **A. Election of Board Officers**

Board Officers must first also be on the Board of Directors of the Corporation. Officers are effectively board members with extra duties. Board Officers are volunteers and are not paid for their board service. They are elected annually from the pool of seated Directors.

A vacancy in any Board Officer position may be filled by a vote of the Board of Directors for the unexpired portion of the term. The Board of Directors also has the authority to appoint temporary acting Board Officers as may be necessary during the temporary absence or disability of serving Board Officers.

### **B. Terms**

President and Vice President will serve a 1-year term and Treasurer and Secretary will serve a 2-year term but in no case more than 5 consecutive years in any one officer position. These will coincide with a portion of their term as Director.

### **C. Resignation**

An Officer may resign by giving notice to any other Board Officer. The resignation is effective immediately and without formal acceptance when the notice is given to the Board unless a later effective date is named in the notice. Notice may be in any form.

### **D. Removal**

Board Officer positions are distinct from board membership. Any Officer who is removed as a Director is also automatically removed from their Officer position. However, any Officer may be removed only from their Officer position with or without cause by a vote of all remaining Directors. The matter of removal may be acted upon at any meeting of the Board of Directors. The Officer subject to removal cannot vote on the issue. After removal, another board member will be appointed to serve in an interim capacity to fill the vacancy for the remainder of the Officer term.

### **E. Board Officers & Duties**

The principal officers of the board consist of a President, Secretary and Treasurer, and a Vice President if desired. Their duties are as follows:

- 1. President.** The President convenes regularly scheduled board meetings, presides at meetings or arranges for other Directors to preside at each meeting in the following order: Vice President (if any), Secretary, Treasurer. The President does not have any extraordinary authority or veto power due to their Office.
- 2. Secretary.** The Secretary is responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.
- 3. Treasurer.** The Treasurer makes a report at each board meeting and makes financial information available to the board and the public. The Treasurer may also assist in the preparation of the budget if required, may help develop fundraising plans if required.
- 4. Vice President.** The Vice President, if one is appointed, may chair committees or task forces on special subjects as designated by the board and may serve in the President's absence when needed.

At the discretion of the Board of Directors, other Board Officers such as Fundraising or Outreach Director, may be elected with duties that the Board will prescribe.

Officers also have additional duties and powers as prescribed from time to time by the Board of Directors in addition to the duties and powers described by these Bylaws.

## **VI. Committees & Task Forces**

### **A. Authority**

The Board of Directors may act through committees or ad-hoc task forces. The Board may create these groups through resolutions adopted by a vote of the Board of Directors. Each group has the duties and responsibilities granted to it from time to time by the Board. These groups are at all times subject to the control and direction of the Board. Ideally, at least one member of the committee or task force will be a Board Member. Committee members may be volunteers that are not on the board. Committees and task forces report back to the Board on a schedule determined by the Board regarding recommendations or action items on the Board's agenda.

### **B. Committees**

Committees may be standing or have an expiration date. Examples of committees that may be formed by resolution adopted by a majority of the Board include but are not limited to:

- 1. Internal Affairs Committee.** This committee focuses on all internal and operational issues coming before the board. These include issues related to finance, investments, capital acquisitions, human resources, and facilities.
- 2. External Affairs Committee.** This committee focuses on all external issues, including fundraising, public relations, publications (such as the annual report) and marketing.
- 3. Governance Committee.** This committee is responsible for the health and functioning of the board. It recruits and nominates new members, evaluates the performance of the board itself, orients, trains and educates board members, and produces board materials, such as board books and intranets.

Committees are formed under a detailed charter describing their purpose and duties.

### **C. Task Forces**

Task forces are temporary workgroups often made up of experts in specified areas of knowledge or practice. Task forces are small groups of people—and resources—brought together to accomplish a specific objective, with the expectation that the group will disband when the objective has been completed. Task forces are formed to address major or complex issues and projects. Often, they are formed in response to an event, whether expected or unexpected, which causes the need to acquire knowledge and respond.

### **D. Executive Committee**

The Board of Directors may (but does not need to) establish an Executive Committee to consist of the Chairs of any standing committees and the Board President. The President is the Chair of any Executive Committee. The creation of an Executive Committee does not relieve the



Board of Directors of any of its responsibility. This committee is at all times subject to the direction and control of the full Board. The role of the Executive Committee, if established, is primarily to organize the agenda for each board meeting and may also supervise the Executive Director. In keeping with nonprofit sector best practices, the Executive Committee never has authority to act on behalf of the full board for any reason.

### **E. Meetings**

Meetings of the individual committees and task forces may be held at a time and place (including by phone or virtually) as determined by a majority of the committee or task force members; by the Board President; or, by the Board of Directors. Notice of committee and task force meetings is handled under the same provisions for board meetings, including the ability to waive notice requirements. A simple majority constitutes a quorum for any committee or task force meeting.

## **VII. Executive Officers, Employees, & Independent Contractors**

### **A. Designation**

The Board of Directors may select an Executive Director (whether it uses this title or another comparable title). The Executive Director will be engaged by and act as the administrative agent of the Board of Directors to administer the affairs of the Corporation and implement the policies and decisions of the Board of Directors. The Executive Director has no power or authority apart from that which is delegated to them by the Board of Directors, and the Board has the duty and responsibility to adequately monitor the actions of the Executive Director. The Executive Director may be a non-voting ex officio member of any standing committees and may attend and may participate in all meetings of the Board of Directors except when matters regarding their employment and compensation are under consideration. The Executive Director may not serve as a voting member of the Board of Directors.

### **B. Compensation**

The Corporation may pay compensation to the Executive Director, other hired officers, employees, and other independent contractors for services rendered. The amount and frequency of payments must be reasonable, determined by the Board in accordance with the Conflicts of Interest Policy, and be legally compliant with all state and federal employment, nonprofit, and other applicable laws.

### **C. Volunteers**

The Board of Directors may establish policies and procedures to recruit, train, and utilize volunteers in the operation of its activities and fulfillment of its purpose and mission. The Corporation may maintain insurance policies to cover those serving as volunteers.

## **VIII. Management Provisions**

### **A. Diversity, Equity & Inclusion**

#### **1. Non-Discrimination**

The Corporation will not discriminate against individuals or groups on the basis of gender, age, ethnicity, religion, creed, national origin, citizenship status, sexual orientation, gender expression, disability, marital status, income, political affiliation, or any other legally protected class in its policies, recommendations, programs, or actions.

#### **2. Equal Opportunity**

The Corporation will strive to be an equal opportunity employer and will adopt equal opportunity employment policies that comply with state and local requirements.

#### **3. Diversity, Equity & Inclusion**

The Corporation will foster principles of diversity, equity, and inclusion in its mission-driven work. This includes fostering diversity, equity, and inclusion in the organization's policies and procedures; in the election of its corporate directors; in the hiring and advancement of its staff; and in all of its programmatic activities.

### **B. Financial Year**

The accounting year of the Corporation begins on January 1 and ends on December 31.

### **C. Annual Budget & Financial Information**

The Board will consider programmatic goals and financial objectives in planning for the annual budget. The Board must review and adopt the budget annually. During the financial year, expenditures must be within budget, unless the budget is revised with Board approval as required by the financial policies and procedures. Financial reports are required to be submitted to and reviewed by the full Board no less than quarterly. At minimum, the Board will regularly review the Corporation's: income statement, balance sheet, and budget to actual reports. At minimum, the Board will review annually, the annual financial report, any audit reports, and IRS 990 information return.

### **D. Accounts**

- 1.** The Corporation will maintain appropriate checking, savings, or other accounts at a reputable bank or financial institution under the name of the Corporation.
- 2.** Any Officer of the Corporation or the Executive Director may be authorized by board resolution to act as signatories on all corporate accounts. Corporation will have at least two signatories on every bank account or financial account.

3. All money raised in the Corporation's name must be deposited in corporate accounts as charitable assets and used for charitable purposes according to State and Federal fundraising laws and rules.

### **E. Corporate Office**

The corporate office of the Corporation is the place designated in the Articles of Incorporation as the corporate office. The Corporation may change its corporate office in accordance with state law. The corporate records are stored at the corporate office or in an electronic file storage system, or wherever the board may designate.

### **F. Other Offices**

The Corporation may maintain offices or places of business other than the corporate office and mailing address on file with its home state. Including those within or outside of its home state, as the Board may from time to time designate or the business of the Corporation may require.

### **G. Records**

The Corporation will keep at the corporate office address or in an online filing system correct and complete copies of its articles and bylaws; accounting records; and, the meeting minutes of its board, committees, and task forces for the last six years.

### **H. Inspection**

A Director may inspect all records described in the section above, either in person or by agent or attorney, for any proper purpose at any reasonable time. A proper purpose is one reasonably related to the person's interest as a director of the corporation.

Upon request the Corporation will give a Director who requests it a financial statement (i.e., consolidated financial statements, or income statement and balance sheet, etc.) for the last annual accounting period and a balance sheet with a summary of its assets and liabilities as of the closing date of the last quarterly accounting period.

### **I. Ownership of Intangible Assets**

From time-to-time accounts will be established on behalf of the Corporation for third party services such as web domains, web services, software services, donor or member lists, etc. All accounts of this nature are assets of the Corporation and should be opened in the name of the Corporation whenever possible. If ownership cannot be established in the name of the Corporation, the individual must grant secondary authority whenever possible or share account information and log in credentials to the Corporation's designee to preserve right of access to these assets and accounts.

### **J. Legal Instruments**

All contracts, agreements, and other legal instruments executed by the Corporation must be issued in the name of the Corporation, not the individual name of a director or Officer,

employee, etc. The Board may establish internal controls or policies which control the number of officers required to sign legal instruments.

Legal instruments must only be signed after proper consideration and approval by the full Board or those with delegated authority (for example, the Executive Director). In the event a legal instrument is not properly approved, then the individual signing the agreement may be considered personally liable.

### **K. Loans**

Loans and other debts are not permitted without authorization of the Board of Directors (or those with delegated authority) specifically authorizing the loan or debt. All loans and debts for the Corporation must comply with state laws governing nonprofits.

### **L. Periodic Reviews**

Periodic reviews are conducted to ensure the Corporation operates in a manner consistent with its charitable purposes; that it files all required paperwork; and, does not engage in activities that could jeopardize its tax-exempt status. The periodic reviews will, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits and vendor payments are reasonable, based on competent survey information, and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in private inurement, impermissible private benefit or in an excess benefit transaction.
3. Whether the Corporation is properly filing annual paperwork with the IRS (including the Form 990) and certain state agencies for charitable solicitation registration; corporate entity registration; unemployment insurance; sales tax revenue reporting; income tax reporting; or social security administration, etc.
4. Whether the Corporation is compliant with state and federal fundraising regulations and industry best practices.

### **M. Affiliations**

The Corporation may maintain professional affiliations that benefit and strengthen the organization and its capacity to fulfill its mission.

### **N. Policies and Procedures**

The Board of Directors may establish policies and procedures including but not limited to:

- To maintain records of decisions made by the Board in one central location.

- Regarding internal financial controls.
- Regarding conflict of interest.
- Regarding gifts and grants to other individuals/organizations.
- Regarding employees and volunteers.
- Regarding other topics that may become reasonable and necessary.

### **IX. Amending the Articles of Incorporation and Bylaws**

The Corporation has the power to amend the Articles of Incorporation and Bylaws. Subject to restrictions imposed by state statutes, amendments to the Articles and Bylaws must be approved by the affirmative vote of the Board at a properly called meeting.

#### **Certification**

These Bylaws were approved at a properly conducted meeting of the Board of Directors of Corporation by a majority vote.

\_\_\_\_\_  
*Clyde*  
Secretary

\_\_\_\_\_  
8/2/22  
Date

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