

## MCN Bylaws

### ARTICLE 1 - NAME, PURPOSE

- Section 1: The name of the organization shall be the Minnesota Council of Nonprofits (hereinafter, "MCN").
- Section 2: MCN works to inform, promote, connect and strengthen individual nonprofits and the nonprofit sector, so that nonprofits accomplish their missions for a healthy, cooperative and just society.

### ARTICLE II - MEMBERSHIP

- Section 1: Application for voting membership shall be open to any nonprofit organization that supports the purpose statement in Article 1, Section 2; continuing membership is contingent upon being up-to-date on membership dues.
- Section 2: Voting membership shall be granted upon a majority vote of MCN's Board of Directors (hereinafter "Board"). The Board shall have the right to approve, deny, suspend or terminate the voting membership of any organization.
- Section 3: Each voting member organization of MCN shall designate one voting representative.
- Section 4: The Board shall have the authority to establish and define nonvoting categories of membership and to approve, deny, suspend, or terminate members in those categories.
- Section 5: The Board shall set membership dues schedules.
- Section 6: Meetings of voting members may be held on such day and at such time as the Board shall determine. The Board may determine that a meeting of the members may be held solely by means of remote or electronic communication.

### ARTICLE III – BOARD OF DIRECTORS AND ELECTIONS

- Section 1: Board Role, Size, Composition. The Board is responsible for overall policy and direction of MCN and delegates responsibility for day-to-day operations to MCN's Executive Director. The Board shall have up to twenty-three and no fewer than fifteen directors.

- Section 2: Compensation. Board directors shall receive no compensation for Board service other than reimbursement for reasonable and documented expenses.
- Section 3: Categories and Terms. There shall be two categories of directors – up to fourteen member representative directors and up to nine at-large directors. Following the member representative elections, the Board shall appoint up to nine at-large directors to help ensure that the Board is broadly representative of the nonprofit sector and its allies. No director shall serve more than two consecutive three-year terms. A director appointed to fill an unexpired term may serve two consecutive three-year terms following completion of the unexpired term.
- Section 4: Board Nominating Committee. The Board Nominating Committee shall include at least three board directors. The executive director shall serve as a non-voting committee member. Committee members shall be appointed by the Board Chair for one year terms. The committee shall be responsible for developing the slates of nominees for elections, at-large appointments and board officers.
- Section 5: Member Representative Elections. The Board shall establish procedures so that the voting members can elect the initial three-year term of member representative directors. The slate of nominees developed by the Board Nominating Committee shall include at least one and a half times the number of member representatives to be elected that year. All nominees must be representatives of MCN voting member organizations. In addition to the slate of nominees presented by the Board Nominating Committee, any member representative may add their name to the slate by submission of a petition that contains the signatures of representatives of at least five percent of MCN voting member organizations. Elections may be held using electronic communication. Each eligible member organization shall receive one ballot, and have a number of votes equal to the number of openings to be filled. These votes may be cast cumulatively. The nominees receiving the largest number of votes shall be elected. A tie shall be settled by lot.
- Member representative directors may be reelected for a second three-year term by appointment by the board as a whole, on recommendation by the Board Nominating Committee.
- Section 6: Geographical Representation. The Board must include at least one member representative from each MCN region. Regions shall be determined by the Board, but there shall be no more than six. Regional positions not filled after the member representative elections shall be filled through at-large appointments.

- Section 7: Resignation, Termination and Absences. A director may resign at any time by giving written notice to the Secretary. The resignation is effective when the notice is given unless a later effective date is specified in the notice. If a director elected as a member representative no longer represents a member organization, the person is no longer eligible to serve as a member representative. The vacancy shall be filled as described in Article III, Section 8. A director may be removed with or without cause by the affirmative vote of three-fourths of the remaining directors present provided specific notice of the proposed removal is provided to directors at least two weeks prior to the meeting. A director who has three unexcused absences from Board meetings in a twelve month period shall be removed following notice to the director.
- Section 8: Vacancies. When a Board vacancy occurs, a successor to fill the unexpired term shall be nominated by the Board Nominating Committee and approved by a majority vote of the remaining directors. When the vacated seat was held by a regional representative and the region is not otherwise represented by a director, the vacancy must be filled within a reasonable time with a person from the same MCN region.

#### ARTICLE IV – MEETINGS

- Section 1: Regular Meetings. The Board shall meet at least quarterly, at an agreed upon time and place.
- Section 2: Special Meetings. Special meetings of the Board may be called upon the request of the Chair or one-third of the Board. Written notice of special meetings shall be sent out by the Secretary to each Board director at least two weeks in advance.
- Section 3: Quorum and Number Required for Action by Directors. Unless otherwise provided by law or these bylaws, a quorum for a meeting is at least fifty percent plus one of the Board directors entitled to vote at the meeting. A quorum must be established for action to be taken. Except when a larger number is required by law or these bylaws, once a quorum is established, action may be taken by a majority of the board directors present at the meeting.
- Section 4: Notice. Written notice, which may be provided by electronic means, must be given at least two weeks in advance of a regular or special board meeting.
- Section 5: Remote Communication for Meetings: Any meeting of directors may be conducted solely by one or more means of remote communication through which all directors may participate in the meeting, if notice of the meeting is given as described in Section 4 and if the number participating is sufficient to constitute a quorum as described in Section 3. Remote communication

*\*Adopted by MCN's Board of Directors on September 20, 2016*

includes but is not limited to telephone, video, the Internet, or such other means by which persons may communicate with each other on a substantially simultaneous basis. Participation in a meeting by any of the above-mentioned means constitutes attendance at a meeting.

Section 6: Action Without a Meeting. Upon initiative of the Board Chair or Executive Committee, an action that may be taken at a regular or special meeting may be taken without a meeting if MCN mails or electronically delivers a ballot to every director entitled to vote on the action. The ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by ballot is valid only if the number of votes cast by ballot equals or exceeds the number of votes that would be required to approve the action at a meeting.

#### ARTICLE V – OFFICERS AND DUTIES

The MCN officers shall include a Chair, two Vice-Chairs, Secretary, and Treasurer. The officers shall be elected by the Board for two year terms. In the event an officer is elected to a two-year officer term, but only has one year remaining in their board term, they may be granted one additional year for their board service. Any officer vacancy shall be filled by the Board at the earliest opportunity. Their duties are as follows:

The Chair shall convene regularly scheduled Board meetings, shall convene regularly scheduled executive committee meetings, shall preside or arrange for another officer to preside at each meeting, and will perform other duties as may be determined from time to time by the Board.

The Vice-Chairs will perform such duties as may be determined from time to time by the Board including chairing special committees.

The Secretary shall ensure that corporate records are maintained and perform other duties as may be determined from time to time by the Board.

The Treasurer shall chair the Finance and Fundraising Committee, ensure that appropriate financial records are kept by MCN and provided to the Board, and perform other duties as may be determined from time to time by the Board.

#### ARTICLE VI - COMMITTEES

Section 1: The Board may create standing and ad hoc committees as needed. Standing committees shall include, but are not limited to: Executive Committee, Personnel Committee, Finance and Fundraising Committee, Audit Committee, Membership Committee, and Nominating Committee. The

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Board Chair shall appoint committee chairs and members; standing committee chairs must be directors.

- Section 2: The five officers serve as the members of the Executive Committee. The Executive Committee shall review the performance of the Executive Director. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors. A quorum of the Executive Committee is at least fifty percent plus one Director entitled to vote at the meeting.
- Section 3: Any meeting of committees may be conducted solely by one or more means of remote communication following procedures described in Article IV, Section 5.
- Section 4: Upon initiative of a committee chair, an action that is authorized to be taken at a regular or special committee meeting may be taken without a meeting, if MCN mails or electronically delivers a ballot to every-director entitled to vote on the action, with a copy to the board chair. The ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by ballot is valid only if the number of votes cast by ballot equals or exceeds the number of votes that would be required to approve the action at a regular or special committee meeting.
- Section 5: Individuals who are not members of MCN's board of directors ("non-directors") may occasionally serve on committees of the board, including standing and ad-hoc committees. Non-directors may be recruited for committee service by staff or board members, and are subject to appointment by the board chair. Non-director committee members have the same committee voting rights as other members of MCN board committees.

#### ARTICLE VII – EXECUTIVE DIRECTOR

The Executive Director is hired by the Board. The Executive Director has day-to-day responsibility for MCN, including carrying out MCN's goals and Board policy. The Executive Director will attend Board meetings, report on MCN's progress, answer questions from Board directors, and carry out other duties as may be determined from time to time by the Board.

#### ARTICLE VIII - AMENDMENTS

These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

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9/20/2016