

By-Laws

Of

Minnesota Entrepreneurs, Inc.

Article 1

Purpose and Registered Office

- 1.1 The purpose and registered office of the Minnesota Entrepreneurs, Inc. (hereinafter “Corporation”) are as set forth in the Restated Articles of Incorporation approved by the voting membership on November 12, 2002.

Article 2

Board of Directors

- 2.1 The business and affairs of the Corporation shall be managed by the Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not prescribed by statute, by the Articles of Incorporation or by these Bylaws.
- 2.2 The Board of Directors shall consist of not less than three nor more than eighteen persons as may be designated from time to time by the Board of Directors. Directors shall be natural persons and Regular Members of the Corporation in good standing that are at least eighteen years of age. In the event the President’s tenure ends with his term of office, he shall become an *ex-officio* voting member for a period of one (1) year.
- 2.3 The directors shall be divided into two classes each of which shall serve for a term of two (2) years. Terms of the two classes shall alternate so that each class is elected in alternate years. Each Regular Member of the Corporation shall be entitled to one vote for each director to be elected. There shall be no cumulative voting and no voting by proxy. The individuals who receive a preponderance of votes shall be elected. Vacancies on the Board of Directors shall be filled by the then remaining members of the Board and shall serve until the expiration of the term of the individual whom they replaced.
- 2.4 The Board of Directors shall have and exercise all the powers necessary to control the work and policy of the Corporation. No contract, debt or obligation shall be binding unless contracted under the authority of the Board of Directors.
- 2.5 The Board of Directors shall have the power to establish or disband departments or branches of the Corporation and maintain control of the operation thereof.
- 2.6 The Board of Directors shall have the power to enter into cooperative relationships, contracts or other commitments with other individuals, corporations, agencies or organizations when, in their judgment, any such relationship(s) or commitment(s)

are desirable toward achieving the Corporation's objectives in the area concerned, in which case they shall have the power, on behalf of the Corporation, to execute Articles of Agreement setting forth the rules of government of the cooperative operation – which Articles shall contain provisions for severing relationships any time when, in the judgment of the Board of Directors, it is in the best interest of the Corporation to do so.

- 2.7 The Corporation, through its Board of Directors, may hold or dispose of such property, real or personal, as may be given, devised, or bequeathed to it or entrusted to its care and keeping and may purchase, acquire and dispose of such property as may be necessary to carry out the purposes of the Corporation.
- 2.8 The Board of Directors shall have the control and management of the property of the Corporation, with power to borrow money for corporate purposes.
- 2.9 The Board of Directors shall meet monthly at such time and location, as they shall determine. One-third of the membership of the Board of Directors, but not less than three directors, shall constitute a quorum. Any member who misses three (3) consecutive meetings may be dropped as a Board Member, unless such absences are approved by the Board. Meetings of the Board of Directors shall be open to Regular Members in good standing. The date, time, and place of board meetings shall be publicized in the newsletter or on the Corporation's web site.
- 2.10 Special Meetings of the Board of Directors may be called by the President, or may be called upon the written request of three (3) directors. The call for a Special Meeting shall specify the purpose of the meeting and shall give seven days notice thereof to the remaining members of the Board.
 - 2.10.1 Email notification shall be considered sufficient for all written communication purposes of the Board of Directors.
- 2.11 The Board of Directors shall employ such employees of the Corporation, as they deem necessary. Any board member(s) that could directly benefit in a monetary way from the decision of the board shall abstain from said vote to avoid the appearance of any conflict of interests.
- 2.12 Every person who has served in the capacity of President of the Corporation shall be entitled to Honorary Membership for life of the Corporation at the completion of their term in office for the contributions they have provided to the growth of the entrepreneurship in the State of Minnesota.
 - 2.12.1 Ex-presidents shall be encouraged to continue to attend regular meetings as either an Honorary or Regular member to share their expertise and history of the organization with other members.

- 2.12.2 If desired, ex-presidents may maintain their status as a Regular Member with voting rights by paying the annual membership fee.
- 2.13 The Board of Directors may honor any other board member from time to time for their long and faithful service or other well deserving act by electing him or her to an Honorary Membership for life.
- 2.13.1 Any Honorary Member may attend all meetings and participate in all discussions, but shall not vote or hold office.
- 2.13.2 Any member so honored may continue his or her status as a Regular Member with voting rights by paying the annual membership fee.

Article 3
Officers and their Duties

- 3.1 The Officers of the Corporation as elected by the Board of Directors shall be President, Vice President, Secretary and Treasurer.
- 3.2 Officers shall be elected annually in the month of November by the Board of Directors. However, if there is only one nominee for any office, it shall be in order for a director to move that the nominee be appointed to that office without a formal elective ballot.
- 3.3 Officers shall assume their official duties at the meeting at which they are elected to office and shall serve for a term of one year and until the election and qualification of their successors.
- 3.4 A person shall not be eligible to serve more than three consecutive terms in the same office. All officers must be Regular Members of the Corporation in good standing.
- 3.5 Any vacancy occurring in any office shall be filled for the un-expired term by a person elected by the Board of Directors upon a properly called meeting of the Board.
- 3.6 The President shall preside at all meetings of the Board of Directors and the Corporation. With the Secretary, he shall execute all legal papers, documents and instruments ordered to be executed by the Board of Directors. The President shall appoint all committees and shall be a member ex-officio of all committees of the Corporation and shall perform other such duties as may, from time to time, be prescribed by the Board of Directors.
- 3.7 The Vice President shall act as an aide to the President and shall perform the duties of President in the absence or disability of that officer. The Vice President shall also perform other such duties as may, from time to time, be prescribed by the Board of Directors.

- 3.8 The Secretary shall, together with the President or Vice President, execute such legal papers, documents or instruments as authorized by the Board of Directors. The Secretary shall maintain accurate records of the Corporation including the Articles, By-Laws and changes thereto and keeping a record of the minutes of all meetings of the Corporation and of the Board of Directors.
- 3.9 The Treasurer shall have custody of all of the funds of the Corporation; shall keep a full and accurate account of the receipts and expenditures; and shall make disbursements in accordance with the approved budget, as authorized by the Board of Directors, or a specialized committee. The Treasurer shall present a financial statement at any meeting for which such a statement is requested by the Board of Directors and shall make a full report at the Annual Meeting. The Treasurer shall be responsible for the maintenance of such books of account and records as conform to the requirements of the Bylaws. The Treasurer's accounts, book and records shall be subject to inspection at any time by the Board of Directors upon reasonable notice to the Treasurer.
- 3.10 All Officers shall perform the duties prescribed in these Bylaws and those other duties that are assigned to them from time to time.
- 3.11 All officers shall deliver to their successors all official materials not later than ten (10) days following the election of their successor.
- 3.11.1 In the event of resignation, all official materials can be delivered to any board member or the Executive Director of the Corporation.
- 3.12 No officer of the Corporation shall be paid for any services rendered to the Corporation.
- 3.13 No bond shall be required of any officer of the corporation.

Article 4 **Committees**

- 4.1 The Board of Directors shall designate the various areas of departments into which the program and administrative work of the Corporation shall be divided; shall determine the division of responsibility and the relationship between such departments and shall authorize the President to appoint necessary committees.
- 4.2 There shall be an Executive Committee consisting of the Officers of the Corporation. The Executive Committee shall act for the Board of Directors in the interim between board meetings, but they shall not have the power to reconsider or reverse any action or policy of the Board. The President or any two members of the Executive Committee may call meetings at any time, giving the purpose of the meeting and seven days notice, which may be by Email or phone, to the remaining

members thereof; and three members shall constitute a quorum. Notice is automatically waived by members who show up at any such committee meeting.

- 4.3 The Board of Directors may determine the Standing Committees of the Corporation. Each Standing Committee of the Corporation and its Chairman shall be appointed by the President. All standing committees of the Corporation must be chaired by a member of the Board of Directors, but may have as a part of its membership, any Regular or Honorary member of the Corporation. The President shall be an ex-officio member of all Committees. When deemed necessary by the Board of Directors, a written charter of the responsibilities of any given Committee shall be prepared and filed with the Minutes of the Board.
- 4.4 Each Standing Committee shall keep the Minutes of its meetings and file the Minutes in the Corporation's office, and it shall submit to the Board of Directors a monthly report of work done. It shall not enter into any contract or incur any indebtedness or financial obligation of any kind, except under the authority of the Board of Directors.
- 4.5 Subject to the approval of the Board of Directors, each Committee shall have the power to adopt such rules as may be necessary for the conduct of the work entrusted to it and to appoint such sub-committees for carrying on the work under its direction as it may deem necessary.
- 4.6 The President shall have the authority to appoint such other Committees as shall be necessary for the conduct of the business of the Corporation.
- 4.7 The Board of Directors shall prescribe the duties, powers and functions of each Committee herein authorized.

Article 5 **Membership**

- 5.1 There shall be two classes of membership in the Corporation, Regular and Honorary Memberships.
 - 5.1.1 Regular Members are members who pay annual dues, are current with their dues, have full voting rights and are in all other respects in good standing with the Corporation.
 - 5.1.2 Honorary Members are those individuals so designated by election of the Board of Directors or by these By-Laws.
 - 5.1.2.1 These are individuals whom the Corporation chooses to honor because of their long service or other contribution.
 - 5.1.2.2 Honorary Members are non-voting members.
 - 5.1.2.3 Honorary Members have a lifetime membership.

- 5.1.2.4 Honorary Members are not required to pay annual dues.
 - 5.1.2.5 Honorary members, who so choose, may elect to become Regular Members with full voting rights by notice to the Membership Chairperson and by paying the Corporation's annual regular membership fee.
 - 5.1.2.6 The Secretary of the Corporation shall maintain a list of Honorary Members so designated by election of the Board or by operation of these By-Laws.
 - 5.1.2.7 Honorary Members shall be recognized at least once every three years at a regular meeting of the membership.
- 5.2 Regular Members of the Corporation shall constitute ownership of the Corporation, and each properly registered Regular Member in good standing shall be entitled to one vote.
- 5.3 Each Regular Member shall be assessed an annual membership fee to be determined by the Board of Directors at the beginning of each fiscal year, to support the Corporation's operations and activities. Any member who fails to pay their annual membership fee within thirty (30) days of the due date shall be notified in writing by the Membership Chairperson. Members shall be dropped from the member roster of the Corporation if their dues are not paid within thirty (30) days thereafter.
- 5.4 A member may be fined, expelled or suspended for any violation of any rule, regulation or bylaw by the majority vote of the Board of Directors. No member shall be sanctioned without first having the opportunity to explain his or her actions to the Board of Directors at a regular board meeting.

Article 6 **Staff**

- 6.1 Employees of the Corporation shall be employed by the Board of Directors in accordance with the personnel policies of the Corporation.

Article 7 **Meetings**

- 7.1 There shall be an Annual Meeting of the Corporation in the month of November at such time and location as the Board of Directors may determine. In the event the Annual Meeting cannot be held in November, it shall be held within 60 days at a date the Board of Directors determine. The main purpose of the Annual Meeting shall be to elect Directors for the upcoming year. The meeting is open only to Regular and Honorary Members of the Corporation.
- 7.2 There shall be at least one Education Meeting of the Corporation in each month at such time and location as the Board of Directors may determine. The purpose of Education Meetings shall be to provide entrepreneurs with support, advice,

information and encouragement from other entrepreneurs through focus groups and guest speakers. Education meetings shall be open to both members and non-members of the corporation.

Article 8
Fiscal Year & Parliamentary Law

- 8.1 The fiscal year of the Corporation is January 1 to December 31 each year.
- 8.2 Unless provided otherwise in these By-Laws, procedure at all meetings shall be governed by Oleck's *Parliamentary Law for Nonprofit Organizations*.

Article 9
Director & Officer Indemnification

- 9.1 To the extent allowed pursuant to Minnesota Statute section 317A.521, the Corporation shall indemnify any former or present director or officer of the Corporation made or threatened to be made a party to a proceeding by reason of the former or present official capacity of the person against judgments, penalties, fines, attorneys' fees and amounts paid in settlement.

Article 10
Amendment of the Bylaws

- 10.1 These bylaws may be amended as provided in the Articles of Incorporation.

Approved by Board of Directors and Voting Membership

Effective today, November 12, 2002, these By-Laws supersede the Corporation's original By-Laws and all amendments thereto. All Articles herein have been fully approved by the Board of Directors on October 15, 2002 and by the Regular Voting Membership on November 12, 2002.



Todd Mortenson, Secretary