

**BYLAWS
OF THE
CITIZENS LEAGUE**

Adopted February 14, 1952
Amended June 11, 1952
Amended January 13, 1953
Amended November 19, 1953
Amended June 24, 1957
Amended August 20, 1958
Amended June 29, 1966
Amended December 11, 1969
Amended November 28, 1973
Amended March 29, 1983
Amended June 28, 1990
Amended August 26, 1992
Amended April 19, 1994
Amended June 24, 2002
Amended November 21, 2003
Amended _____, 2006

**ARTICLE I
MISSION**

The Citizens League builds civic capacity in Minnesota by: identifying, framing and proposing solutions to public policy problems; developing new generations of civic leaders who govern for the common good; and organizing the individual and institutional relationships necessary to achieve these goals.

**ARTICLE II
MEMBERS**

Section 2.1 Classes of Membership. There shall be the following classes of individual and family memberships designated as Individual, Household, Student/Community and Institutional. All classes of the membership shall participate in the annual election of directors as provided in Section 3.5 of these Bylaws.

Section 2.2 Individual Membership. The Individual membership shall consist of persons who subscribe to the purposes of the Citizens League and who pay the annual membership dues established by the Board of Directors.

Section 2.3 Household Membership. The Household membership group shall consist of multiple members within one household, including spouses and partners, who jointly subscribe to the purposes of

the Citizens League and who pay dues established by the Board of Directors. Each member of an immediate family shall be entitled to all of the privileges of membership.

Section 2.4 Student/Community. This membership group shall consist of natural persons formally enrolled in an undergraduate or graduate course of studies at an accredited public or private institution of higher education, or whose annual income prevents them from joining the Citizens League at the Individual membership rate, who subscribe to the purposes of the Citizens League and who pay annual membership dues established by the Board of Directors for this membership group.

Section 2.5 Institutional. The Institutional membership shall consist of organizations, including but not limited to for-profit and nonprofit corporations, partnerships, and educational organizations, who subscribe to the purposes of the Citizens League and who pay the annual membership dues established by the Board of Directors.

Section 2.6 Dues. Annually, the Board of Directors shall set dues and policy regarding reduced dues or waiver of dues based on economic circumstances of a potential member in any category.

Section 2.7 Rights of Members. All members and the designated representatives of an Institutional member, shall be eligible to serve on the Board of Directors and entitled to the rights of membership, including but not limited to the right to vote during the annual election of directors as provided in Section 3.5 of these Bylaws.

Section 2.8 Termination of Membership. All memberships shall continue until terminated by voluntary resignation or automatically after three months delinquency in the payment of renewal dues.

Section 2.9 Time and Place of Meetings. The Board of Directors shall determine the time and place of the meetings of the members and may establish rules for conducting the meeting of the members. An annual meeting of the members shall be held during each fiscal year.

Section 2.10 Notice of Meeting. With the exception of a meeting at which annual elections shall be held pursuant to Section 3.5, notice of regular, special, and annual meetings of the members shall be mailed, faxed, or emailed at least five (5) days prior to the meeting. Meetings shall be called by the Chair or by the Board of Directors consistent with Section 2.9, and 2.11 of these Bylaws.

Section 2.11 Petition for Special Meeting. Upon receipt of a petition for a membership meeting signed by at One Hundred (100) members, or ten percent (10%) of the total membership, whichever is less, the Chair shall call a meeting of the members to be held within thirty (30) days from receipt of the petition. Written notice of the meeting shall be mailed at least five (5) days prior to the meeting and shall state the purpose of the meeting as set forth in the petition.

ARTICLE III DIRECTORS

Section 3.1 Scope of Authority. Except as expressly provided herein, the management and governance of the Citizens League, the power to determine policy, and the authority to speak for the Citizens League shall be vested in the Board of Directors. Except as otherwise provided by these Bylaws, in the Articles of Incorporation or the laws of the State of Minnesota, all powers of the Citizens League shall be vested in and be exercised by or under the authority of the Board of Directors, including the powers to initiate and effectuate the corporate purposes and manage the Citizens League's business, property and affairs.

In addition to all other powers and authorities conferred upon them by the Articles of Incorporation and these Bylaws, the Board of Directors shall have the power to do all lawful acts necessary and expedient in the conduct of the Citizens League that the Articles of Incorporation, Bylaws or statute do not prohibit; provided, however, that the Board of Directors shall not have power to do any acts not permitted to be done by or on behalf of a corporation organized solely for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

The Board of Directors is specifically authorized to enter into one or more management or other agreements with respect to the day-to-day operations of the Citizens League.

Section 3.2 Composition. The Board of Directors shall consist of a minimum of twenty-eight (28) and a maximum of thirty-four (34) voting Directors. The Executive Director shall serve as a non-voting member on the Board of Directors.

Section 3.3 Nominating Committee. At least twenty-one (21) days before the annual election, the Nominating Committee shall submit a slate of nominations for the available positions on the Board of Directors to the membership either through the mail, publication in a Citizens League publication or on the Citizens League website.

Section 3.4 Nominating Petitions. Any member of the Citizens League may be nominated for the Board of Directors upon the written petition to the Nominating Committee of twenty-five (25) members of the Citizens League at least ninety (90) days and no later than sixty (60) days prior to the annual election.

Section 3.5 Annual Elections. The annual election of the Board of Directors shall be held at a general meeting of the membership between September 1 and December 31 of each calendar year, on a date set by the Board of Directors. At least thirty (30) days' notice of such general meeting shall be given to members through the mail, publication in a Citizens League publication or through e-mail to the members.

Section 3.6 Election of the Board Directors. Those members receiving a majority of votes of all of the membership present at the general meeting shall be deemed elected.

Section 3.7 Public Officers. No elected public officer, person appointed to an elected public office, or candidate for elected public office, shall be eligible for election or serve as a Director of the Citizens League. "Public Office" shall mean those offices at general state, county, and municipal elections, excluding presidential electors.

Section 3.8 Election; Terms of Office. The Directors elected by the membership shall take office on the first day of January following their election, and shall serve for three (3) years, with their term ending on December 31 of their last year in office. The terms of approximately one-third (1/3) of the Directors elected by the membership shall expire each year.

Section 3.9 Vacancies. The Board of Directors may fill vacant positions on the Board of Directors by a majority vote, occurring during the year at any meeting of the Board of Directors, upon the recommendation of the Chair.

Section 3.10 Removal. Any Director may be removed from office at any meeting of the Board of Directors by a two-thirds (2/3) vote of the Board of Directors, provided that notice of the proposed action has been mailed to all Directors at least five (5) days in advance of the meeting.

Section 3.11 Limitation on Terms. Any person who has served on the Board of Directors for six (6) consecutive years shall be ineligible for election to the Board of Directors until one (1) year after the Director's term has expired. Persons may serve up to eight consecutive years as long as the seventh (7th) and the eighth (8th) years are as Chair or immediate past Chair of the Board of Directors.

Section 3.12 Meetings. The Board of Directors shall hold at least six (6) meetings per year. Special meetings may be called by the Chair. The Chair shall call a special meeting upon receipt of a written request of six (6) or more Directors. All Board of Directors meetings shall be open to the membership, except when the Board of Directors by a two-thirds (2/3) vote of the Directors present calls for an executive session.

Section 3.13 Quorum. One-third (1/3) of the members of the Board of Directors shall constitute a quorum. Participation through remote communication such as conference call is permitted as allowed by state law, and shall count toward quorum.

Section 3.14 Membership Participation. The Board of Directors shall, whenever practicable, invite comments by interested members in deliberations of the Board of Directors on any public issue prior to the adoption by the Board of Directors of the final Citizens League position on the issue.

Section 3.15 Deliberations. On any action taken by the Board of Directors with respect to any public issue studied by the Citizens League, any Director shall have the right to have his or her vote recorded. Upon the demand of three (3) Directors voting on any public issue, the vote shall be published in the official publication of the Citizens League.

Section 3.16 Communications from Members. Written questions or proposals of members received by the Officers or staff of the Citizens League for presentation to the Board of Directors shall be considered at the next meeting of the Board of Directors. Such members shall be informed of the disposition of their questions or proposals.

ARTICLE IV OFFICERS

Section 4.1 Designation. The Officers of the Citizens League, who shall be elected by the Board of Directors shall be a Chair, a Vice Chair, a Secretary and a Treasurer.

Section 4.2 Election. The Chair, Vice Chair, Secretary, and Treasurer shall be elected as the first order of business of the first regular meeting of the Board of Directors each calendar year. The Officers shall take office upon their election by the Board of Directors and serve until their successors are elected and qualified.

Section 4.3 Chair of the Board of Directors. It shall be the duty of the Chair of the Board of Directors to preside at all meetings of the members of the Citizens League and of the Board of Directors. The Chair shall: (a) develop mechanisms to implement the policies established by the Board of Directors and ensure that all orders and resolutions of the Board of Directors are carried into effect; and (b) perform all other duties as provided in these Bylaws that may from time to time be prescribed by the Board of Directors. The Chair shall be an ex-officio member of all committees, with the authority to call and attend committee meetings. A person shall not be eligible to serve more than two (2) consecutive years as Chair.

Section 4.4 Vice Chair. It shall be the duty of the Vice Chair to act in the absence or disability of the Chair and to perform such other duties as may be assigned to them by the Chair or the Board of Directors. The Vice Chair shall be considered by the Board of Directors as the primary candidate for Chair for the year following the Vice Chair's service.

Section 4.5 Secretary. The Secretary shall be responsible for keeping the corporate records, conducting correspondence, and keeping the rolls of members. The Secretary shall: (a) act as secretary at all meetings of the Board of Directors, unless some other person is appointed to act as Secretary; (b) when requested to do so, give proper notice of meetings of the Board of Directors and committees; (c) be responsible for maintaining or supervising the maintenance of the Citizens League's records, including the Citizens League's Articles of Incorporation, these Bylaws (each as amended or restated), and the minutes of all meetings of the Board of Directors and committees; and (d) perform all other duties from time to time prescribed by the Board of Directors. The Secretary is authorized to delegate these duties and obligations as they see fit.

Section 4.6 Treasurer. The Treasurer shall have general charge of the finances of the Citizens League. The Treasurer receives payments, maintains ledgers of all financial transactions, pays the Citizens League's bills and prepares financial reports. The Treasurer shall supervise accounts and make at least

quarterly reports to the Board of Directors and a full report to the membership annually. The Treasurer supervises any office staff appointed to assist in the above responsibilities. The Treasurer shall: (a) have the control of the corporate funds and securities; (b) cause to be kept full and accurate accounts of receipts and disbursements; (c) cause all monies and other valuables to be deposited to the credit of the Citizens League in such depositories as may be designated by the Board of Directors; (d) disburse the funds of the Citizens League as ordered by the Board of Directors; and (e) report to the Board of Directors an account of these transactions. The Treasurer is authorized to delegate these duties and obligations as they see fit.

Section 4.7 Executive Director. An Executive Director, chosen and appointed by the Board of Directors, shall be responsible for the administration of the Citizens League's daily affairs, subject to the general supervision, control and direction of the Board of Directors. The Board of Directors shall provide salary, benefits and other compensation for this position, as determined by the annual budget approved by the Board of Directors. The Executive Director shall be an ex-officio member of the Board of Directors but shall have no vote.

Specifically, the Executive Director shall: (a) have general active management of the Citizens League; (b) sign and deliver in the name of the Citizens League deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Citizens League, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation, the Bylaws or the Board of Directors to another person; (c) carry out of all policies established by the Board of Directors; (d) establish, revise and implement long-range planning, marketing and community relations; (e) attend meetings of the Board of Directors and committees thereof as required; (f) delegate responsibilities to the appropriate parties or individuals to ensure effective and responsive management and operation of the Citizens League; and (g) perform such other duties as are prescribed by the Board of Directors.

ARTICLE V COMMITTEES OF THE BOARD

Section 5.1 Appointment. The Chair shall have the authority to appoint such committee members as he or she deems proper except as herein otherwise provided. The appointment of the committee chairs shall be subject to confirmation by the Board of Directors.

Section 5.2 Committees. The Board of Directors may vote to create ad hoc committees, to define their duties and to discharge them as needed to ensure the effective operation of the organization.

Section 5.3 Executive Committee. The Executive Committee shall consist of the Chair, Vice Chair, Secretary, Treasurer, the chairs of any standing committees, up to three Directors designated by the Chair and the Executive Director, as a non-voting member. Its principal responsibilities shall be to plan, coordinate and integrate programs to achieve the Citizens League's strategic commitments.

Section 5.4 Finance Committee. The Finance Committee shall prepare and submit for approval to the Board of Directors an annual budget for the Citizens League. The Finance Committee shall examine monthly financial reports presented by the Executive Director. The Finance Committee shall:

(a) recommend policy in regard to borrowing, leasing and other methods of financing; (b) develop capital and operating budgets; (c) outline financial objectives for long-range financial planning and growth; (d) perform other duties related to financial planning matters as may be assigned to it by the Board of Directors or the Chair.

Section 5.5 Nominating Committee. Approximately sixty (60) days before the annual election, the Board of Directors shall appoint a Nominating Committee of six (6) members, chaired by the immediate past chair of the Board of Directors, if available, and consisting of two (2) Directors and three (3) members who are not Directors. The Nominating Committee shall discharge its duties consistent with Section 3.3 of these Bylaws.

Section 5.6 Study Committee Reports. The necessity for a majority report and the right to file a minority report shall be recognized for all reports issued by a Study Committee. Committee members who file minority reports shall be required to make their reports at the same time the majority reports are made to the Board of Directors. Majority and minority reports shall indicate the vote thereon of each member of the committee. A summary of the majority report and the minority report, if any, shall be prepared by the Citizens League staff in consultation with the writers of such reports and published in the official publication of the Citizens League following the acceptance of the ad hoc Study Committee report by the Board of Directors.

ARTICLE VI RULES OF ORDER

Roberts Rules of Order (Revised) shall govern all proceedings and meetings of the Citizens League, the Board of Directors, and the committees, insofar as they do not conflict with or are inconsistent with the provisions of these Bylaws.

ARTICLE VII AMENDMENT OF BYLAWS

The Bylaws may be amended by a majority vote of the Board of Directors as the sole voting members of the Citizens League as provided under Minn. Stat. §§ 317A.181 and 317A.133 and as otherwise provided under law.

ARTICLE VIII CONFLICT OF INTEREST

The Board of Directors, officers and employees of the Citizens League shall abide by the Conflict of Interest Policy attached to these Bylaws as Exhibit A.