

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 December 5, 2006
Amended September 13, 2010

ARTICLE I MISSION

To create the common ground where “We the People” can achieve the common good. The Citizens League builds civic imagination and capacity in Minnesota by:

- Identifying, framing and proposing solutions to public policy problems;
- Developing civic leaders in all generations who can govern for the common good; and
- Organizing the individual and institutional relationships necessary to achieve these goals.

ARTICLE II MEMBERS

2.1 Classes of Membership. Any person who satisfies membership criteria shall be eligible for membership and may become a member (a “Member”) by submitting a membership form in which the individual attests to meeting the membership qualifications and provides contact information including a mailing address. Members shall participate in the annual election of directors as provided in Section 3.4 of these Bylaws. The Board of Directors may establish classes of membership.

2.2 Dues. The Board of Directors shall set dues and policy regarding reduced dues or waiver of dues from time to time.

2.3 Rights of Members. All Members 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 3.4 of these Bylaws.

2.4 Admission of New Members and Membership Renewals. The Secretary or a person designated by the Secretary shall: (a) approve the admission of any new Member, (b) approve membership renewals, and (c) notify the Board of Directors when a Member's membership should be terminated pursuant to Section 2.6(a) and (b). The Board of Directors shall establish a mechanism for membership renewals.

2.5 Membership Roster. The Citizens League shall maintain a membership roster with the name and contact information of each individual Member. Each Member is required to notify the Secretary of any change in the Member's contact information.

2.6 Termination of Membership. All memberships shall continue until terminated for one of the following reasons: (a) voluntary resignation, (b) lapse of dues, or (c) termination for cause. The Board of Directors must receive timely notice of all memberships terminated through voluntary resignation or lapse of dues at each regularly scheduled Board meeting. Termination for cause requires a majority vote by the Board of Directors. Prior to voting on a termination for cause, the Board of Directors must provide the Member with at least 15 days' prior written notice of the termination and the reasons for it, and the Member will then have an opportunity to be heard, orally or in writing, not less than five days before the effective date of the termination by a person authorized to recommend to the Board of Directors that the proposed termination not take place.

2.7 Time and Place of Meetings; Quorum. The Board of Directors shall determine the time and place for meetings of the Members and may establish rules for conducting meetings of the Members. An annual meeting of the Members shall be held during each fiscal year. The quorum for meetings of the Members shall be ten percent (10%) of the Citizens League's membership.

2.8 Notice of Meeting. With the exception of a meeting at which annual elections shall be held pursuant to Section 3.4, notice of regular, special, and annual meetings of the Members shall be mailed, faxed, or emailed at least five (5) days and not more than sixty (60) days prior to the meeting. Meetings shall be called by the Chair or by the Board of Directors consistent with Sections 2.7 and 2.9 of these Bylaws.

2.9 Petition for Special Meeting. Upon receipt of a petition for a membership meeting signed by at least Fifty (50) Members or ten percent (10%) of the total membership, whichever is least, the Chair shall call a meeting of the Members to be held within thirty (30) days from receipt of the petition. A petition for a membership meeting must state the purpose of the meeting. 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

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.

3.2 Composition. Beginning on January 1, 2013, the Board of Directors shall consist of a minimum of fifteen (15) and a maximum of twenty-one (21) voting Directors. The Executive Director shall serve as a non-voting member on the Board of Directors.

3.3 Board Nominations. The Nominating Committee shall recommend a slate of candidates for the Board of Directors in accordance with Section 5.5.

3.4 Annual Elections. The annual election of the Board of Directors shall be held at a general meeting of the Members 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 the general meeting shall be given to Members through the mail, e-mail or through the official Citizens League publication.

3.5 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 to the Board of Directors.

3.6 Public Officers. No person (a) elected or appointed to a Public Office, or (b) having an active campaign committee for an upcoming election for a Public Office, shall be eligible for election or serve as a Director of the Citizens League. As used in this Section 3.6, "Public Office" shall have the meaning defined in the Public Officers Policy adopted by the Board of Directors.

3.7 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. However, if a Director is serving as a Board Officer, then the Director's term shall not end until his or her replacement is elected pursuant to Section

4.3. The terms of approximately one-third (1/3) of the Directors elected by the membership shall expire each year.

3.8 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.

3.9 Removal. Any Director may be removed from office for violation of any board policy, including without limitation a board attendance policy, or for other cause. Removal of a Director requires a two-thirds (2/3) vote of the other Directors and may occur at any meeting of the Board of Directors, provided that notice of the proposed removal action has been provided to all Directors in the meeting notice required in Section 3.13.

3.10 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.

3.11 Training and Evaluation. The Citizens League shall provide an orientation, which shall include a review of board roles and responsibilities, to new Directors within one year of initial election. The Board of Directors shall annually assess its effectiveness and capacity to govern.

3.12 Meetings. The Board of Directors shall hold at least four (4) meetings per year with a quorum. 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 meetings of the Board of Directors shall be open to the membership, except when the Board enters into an executive session.

3.13 Notice of Meetings. Notice of meetings of the Board of Directors shall be mailed, faxed or emailed to the Directors at least five (5) days and not more than sixty (60) days prior to the meeting.

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

3.15 Membership Participation. Whenever practicable, the Board of Directors shall invite comments by interested Members in deliberations of the Board on any public issue prior to adopting a final Citizens League position on the issue.

3.16 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.

3.17 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. Members shall be informed of the disposition of their questions or proposals.

ARTICLE IV OFFICERS

4.1 Designation. The Officers of the Citizens League shall be a Chair, a Vice Chair, a Secretary and a Treasurer.

4.2 Officer Selection. Any interested Director may submit his or her name as a candidate for an Officer position to the Officer Selection Committee. The Officer Selection Committee shall consist of four members: the Chair, the Vice Chair, the immediate past chair (if available) and the Executive Director. If the immediate past chair is not available to serve on the Officer Selection Committee, the other three committee members shall select a fourth member. The Officer Selection Committee shall recommend a slate of Officers to the Board of Directors.

4.3 Officer Election. Officer elections shall occur annually at the first regular meeting of the Board of Directors each calendar year, when the Board of Directors shall vote on the slate of Officers selected by the Officer Selection Committee. Officers shall take office upon their election by the Board of Directors and serve until their successors are elected.

4.4 Chair of the Board of Directors. The Chair shall: (a) have general active management of the business of the Citizens League; (b) when present, preside at meetings of the Board of Directors; (c) see that orders and resolutions of the Board of Directors are carried into effect; (d) 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 or Bylaws or by the Board of Directors to another officer or agent of the Citizens League; and (e) perform other duties as 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.

4.5 Vice Chair. In the absence of the Chair, or in the event of his or her inability or refusal to act, the Vice Chair (or in the event there be more than one Vice Chair, the Vice Chairs in the order of their election) shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the Chair. Any Vice Chair shall perform other duties as shall from time to time be assigned by 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.

4.6 Secretary. The Secretary shall: (a) maintain records of and, when necessary, certify proceedings of the Board of Directors; (b) when directed to do so, give proper notice of meetings of the Board of Directors; (c) maintain membership records; and (d) perform other duties as may from time to time be prescribed by the Board of Directors or by the Chair. The Secretary is authorized to delegate these duties and obligations as he or she sees fit.

4.7 Treasurer. The Treasurer shall: (a) keep accurate financial records for the Citizens League; (b) deposit money, drafts, and checks in the name of and to the credit of the Citizens League in the banks and depositories designated by the Board of Directors; (c) endorse for deposit notes, checks, and drafts received by the Citizens League as ordered by the Board of Directors, making proper vouchers for the deposit; (d) disburse corporate funds and issue checks and drafts in the name of the Citizens League, as ordered by the Board of Directors; (e) upon request, provide the Chair and the Board of Directors an account of transactions by the Treasurer and of the financial condition of the Citizens League; and (f) perform other duties as may from time to time be prescribed by the Board of Directors or by the Chair. The Treasurer is authorized to delegate these duties and obligations as he or she sees fit.

4.8 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.

ARTICLE V COMMITTEES OF THE BOARD

5.1 Appointment. The Chair shall have the authority to appoint 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.

5.2 Committees. The Board of Directors may act by and through committees as may be specified in resolutions approved by a majority of the total number of Directors. Committees are subject at all times to the direction and control of the Board of Directors. Standing committees shall consist of the Executive Committee, the Finance Committee, the Compensation Committee, and the Audit Committee.

5.3 Executive Committee. The Executive Committee shall consist of the Immediate Past Chair, 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. The Executive Committee roster will be set annually at the first regular meeting of the Board of Directors each calendar year and the roster will be amended, as needed, by the Board of Directors throughout the year. A simple majority of Executive Committee members will constitute quorum for Executive Committee meetings.

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.

5.5 Nominating Committee. At least 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 at least two (2) Directors and three (3) Members who are not Directors. The Nominating Committee shall submit a slate of nominations for the available positions on the Board of Directors to the Board of Directors for review and approval. Once approved by a majority vote of the Board of Directors and at least twenty-one (21) days before the annual election, the Nominating Committee shall submit the slate to Members through the mail, publication in the official Citizens League publication or on the Citizens League website. 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 no earlier than ninety (90) days and no later than sixty (60) days prior to the annual election.

5.6 Compensation Committee. The Board of Directors shall appoint a Compensation Committee consisting of the Chair of the Board of Directors, the Vice Chair, and the immediate past chair. If there is a vacancy in the Compensation Committee, the Board of Directors shall appoint a replacement member. The Compensation Committee shall be chaired by the Chair of the Board of Directors. The Compensation Committee shall set performance goals with the Executive Director and assess the Executive Director against these goals and other relevant criteria at least annually and in accordance with the Compensation Committee Charter. Quorum for the Compensation Committee requires attendance of all three committee members.

5.7 Audit Committee. The Audit Committee shall consist of at least three (3) members of the Board of Directors who are independent and shall be chaired by the Treasurer. A Director is independent if he or she is (i) not on the management team, (ii) not receiving compensation, (iii) not having a material financial interest in, or any conflict of interest with, any entity doing business with the Citizens League. The Executive Director shall be an ex-officio member of the Audit Committee. The Audit Committee shall engage auditors, review audit plans, and review financial statements, accounting policies and internal compliance programs, as well as tax, legal and regulatory matters. Quorum for the Audit Committee requires attendance of all three committee members.

5.8 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 the 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, as 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 and are consistent 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.