

**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
Amended June 5, 2019
Amended September 7 and December 7, 2022
Amended March 8 and May 10, 2023

ARTICLE I MISSION

The Citizens League is a nonpartisan, nonprofit organization that empowers people to engage in civic life and public policy, to make Minnesota a better place to live and work for everyone.

ARTICLE II DIRECTORS

II.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.

II.2 Composition. Beginning on January 1, 2023, the Board of Directors shall consist of a minimum of fifteen (15) and a maximum of twenty-two (22) voting Directors. The Executive Director shall serve as a non-voting member on the Board of Directors.

II.3 Board Nominations. The Nominating Committee shall recommend a slate of candidates for the Board of Directors in accordance with Section IV.5.

II.4 Election of the Board Directors. Election to the Board of Directors shall be held at a board meeting. Those candidates receiving a majority of votes of those present at the board meeting shall be deemed elected to the Board of Directors.

II.5 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.

II.6 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 III.3.

II.7 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.

II.8 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 II.11.

II.9 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, or in another specific role deemed necessary.

II.10 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 may be attended by guests, except when the Board enters into an executive session.

II.11 Notice of Meetings. Notice of meetings of the Board of Directors shall be sent to the Directors at least five (5) days prior to the meeting.

II.12 Quorum. A simple majority of the Board of Directors shall constitute a quorum. Participation through remote communication is permitted and shall count toward quorum.

II.13 Public Participation. The Board of Directors may invite comments from the public in deliberations of the Board on any public issue.

II.14 Deliberations. On any action taken by the Board of Directors, any Director shall have the right to have his or her vote recorded upon request.

ARTICLE III OFFICERS

III.1 Designation. The Officers of the Citizens League shall be a Chair, a Vice Chair, a Secretary, and a Treasurer. Officers are authorized to delegate duties and obligations as they see fit.

III.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.

III.3 Officer Election. Officer elections shall occur annually at the last 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 at the start of the following year and serve until their successors are elected.

III.4 Chair of the Board of Directors. The Chair shall: (a) preside at meetings of the Board of Directors; (b) see that orders and resolutions of the Board of Directors are carried into effect; and (c) 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.

III.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.

III.6 Secretary. The Secretary shall: (a) if necessary, maintain records of and certify proceedings of the Board of Directors; (b) chair the Nominations Committee, and (c) perform other duties as may from time to time be prescribed by the Board of Directors or by the Chair.

III.7 Treasurer. The Treasurer shall: (a) chair the Finance and Audit Committee; (b) when necessary, approve or endorse financial transactions or assist with financial matters; and (c) upon request, provide the Chair and the Board of Directors an account of the financial condition of the Citizens League; and (d) perform other duties as may from time to time be prescribed by the Board of Directors or by the Chair.

III.8 Executive Director. An Executive Director, chosen and appointed by the Board of Directors, shall be responsible for the leadership and management of the Citizens League, including shaping the League's strategic direction and overseeing the organization's staff, finances, fundraising, operations, and programming, subject to the general supervision 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 IV COMMITTEES OF THE BOARD

IV.1 Appointment. The Chair and Executive Director shall have the authority to appoint committee members as they deem proper except as herein otherwise provided. The appointment of the committee chairs shall be subject to confirmation by the Board of Directors.

IV.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 and the Finance and Audit Committee; and may include other committees as deemed appropriate and necessary to ensure the League's success.

IV.3 Executive Committee. The Executive Committee shall consist of the Immediate Past Chair, Chair, Vice Chair, Secretary, Treasurer, and the chairs of any standing committees, along with up to three Directors designated by the Chair, and the Executive Director who serves as a non-voting member. Its principal responsibilities shall be to plan, coordinate and integrate programs and operations to achieve the Citizens League's strategic commitments. The Executive Committee shall also set performance goals with the Executive Director and assess the Executive Director against these goals and other relevant criteria at least annually; and review compensation for the Executive Director. A simple majority of Executive Committee members will constitute quorum for Executive Committee meetings.

IV.4 Finance and Audit Committee. The Finance and Audit Committee shall direct the preparation of an annual budget for the Citizens League, and submit the budget for approval to the Board of Directors. The Finance Committee shall examine and approve monthly financial reports presented by the Executive Director. The Finance Committee shall also: (a) recommend policy in regard to borrowing, leasing and other methods of financing; (b) oversee the development of capital and operating budgets; (c) outline financial objectives for long-range financial planning and growth; (d) review accounting policies and internal compliance programs as needed, and advise on tax, legal and regulatory matters; (e) engage auditors, review audit plans, approve the annual audit, and recommend any changes to improve the League's financial practices; (f) perform other duties related to financial planning matters as may be assigned to it by the Board of Directors or the Chair.

IV.5 Nominating Committee. By no later than May of each year, the Secretary/Nominations Chair and the immediate past Chair shall appoint a Nominating Committee of at least five (5) total members, including themselves, consisting of one (1) or more additional board members, and up to two (2) individuals who are not board members. Self-nominations and nominations of others are both accepted. Once nominees are vetted, the Nominating Committee shall submit a slate of nominations for the available positions on the Board of Directors to the Board for review and approval.

ARTICLE V RULES OF ORDER

Robert's 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 VI 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 VII 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.