

Bylaws of League of Minnesota Poets

ARTICLE 1

Registered Office

The registered office of this corporation, at which the general business of this corporation shall be transacted and where the records of this corporation shall be kept, shall be at such a place in the State of Minnesota as shall be fixed from time to time by duly adopted resolutions of the Board of Directors. Until otherwise fixed by the Board of Directors, the registered office shall be at 5612 23rd Ave S., Minneapolis, MN 55417.

ARTICLE 2

Membership

SECTION 2.1 **Members.** Membership of any individual or individuals shall be based upon such criteria as the Board of Directors shall from time to time determine. The League of Minnesota Poets does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, military status or poetry style in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our staff, poets, volunteers, subcontractors, vendors, and clients.

SECTION 2.2 **Dues.** The Board of Directors shall have the right to determine the dues or other payments to be made by the members of this corporation from time to time. The membership year for this corporation shall be the same as the fiscal for this corporation.

SECTION 2.3 **Interest in Property.** The members of this corporation shall not, as such, have any right, title or interest in the real or personal property of this corporation.

SECTION 2.4 **Resignation.** Any member may resign his/her/their membership at any time by giving written notice to the Board of Directors or to the secretary such resignation shall take effect at the date of the receipt of such notice or at any later time specified; and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. Any member who resigns his/her/their membership shall not be entitled to a refund of any dues or other payments made to this corporation.

SECTION 2.5 **Termination.** Any membership may be terminated by the Board of Directors by providing the member with not less than 15 days' written notice of the proposed termination and the reasons for it, and with an opportunity to be heard, orally or in writing, not less than five days before the effective date of the proposed termination by a person authorized to decide whether the termination shall take place.

ARTICLE 3

Meetings of Members

SECTION 3.1 **Regular Meetings.** The regular meetings of the members of this corporation for the election of directors, the presentation of reports on the activities and financial condition of this corporation, and the transaction of such other business as may properly come before the meetings, shall be held at such time in the Spring and Fall of each year as may be designated from time to time by the Board of Directors and at the place, within or without the State of Minnesota, as designated from time to time by the Board of Directors. The Spring meeting shall be designated the annual meeting.

SECTION 3.2 **Special Meetings.** Special meetings of the members of this corporation may be called at any time (a) by the President, (b) by the Board of Directors, or (c) upon written request of at least twenty members or ten percent of the members of this corporation, whichever is less.

Anyone entitled to call a special meeting of the members may make written request to the President to call the meeting, and the Secretary shall then give notice of the meeting, setting forth the time, place and purpose, to be held no later than ninety days after receiving the request.

If the secretary fails to give notice of the meeting within three days from the date on which the request is received by the President, the person or persons who requested the meeting may fix the time and place of the meeting and give notice in the manner hereinafter provided. If a special meeting is demanded by the members, the meeting shall be held in the county where the registered office is located. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting.

SECTION 3.3 **Notice.** Written notice of each meeting of the members, stating the time and place thereof, shall be mailed or emailed not less than five nor more than ninety days before the meeting, excluding the day of the meeting, to each member of this corporation at his/her/their last known address.

SECTION 3.4 **Voting.** At all meetings of the members, each member shall be entitled to cast one vote on any question coming before the meeting. A majority vote of the members present and entitled to vote at any meeting shall be sufficient to transact any business. When any meeting of the members is adjourned to another time and place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken. A member shall not appoint a proxy for himself/herself/theirself or vote by proxy at a meeting of the members.

SECTION 3.5 **Written Action.** Any action that may be taken at a meeting of the members may be taken without a meeting by written action signed by all of the members entitled to vote on that action.

SECTION 3.6 **Written Ballot.** An action that may be taken at a regular or special meeting of members may be taken by written ballot without a meeting in accordance with the procedure set forth in Minnesota Statutes, Section 317A .44 7.

ARTICLE 4

Board of Directors

SECTION 4.1 **Number and Method of Election.** The number of board members shall equal the sum of the President, Vice President, Secretary, Treasurer, Past President (if there is a serving Past President), a Regional Vice President from each chapter, and no more than two

board members at large. The initial Board of Directors shall consist of the persons designated by the incorporators of this corporation who shall serve until the times indicated by the incorporators at the time of their designation. Thereafter, directors of this corporation shall be elected by the voting members at each annual meeting.

SECTION 4.2 **Terms.** Except as otherwise provided in Section 4.1, each director of this corporation shall be elected to serve for a term of two years. The president's term shall be limited to three consecutive terms. The members of the Board of Directors shall be divided into two classes, equal in numbers, so that the terms of office of half of the members of the Board of Directors shall expire each year. A director shall hold office for the term for which he/she/they was elected and until the end of the meeting at which his/her/their successor has been elected and until such successor has qualified, or until the director's prior death, resignation or removal. Any director may at any time be removed with or without cause by the members. Any vacancy occurring because of the death, resignation or removal of a director shall be filled by the Board of Directors for the unexpired term of such director. Any vacancy occurring because of an increase in the number of members of the Board of Directors shall be filled by the members.

SECTION 4.3 **Regional Vice President.** The regional Vice President shall promote the objectives of the League of Minnesota Poets in their chapter and/or geographical area and shall report chapter activities to the League of Minnesota Poets.

SECTION 4.4 **Past President.** The retiring president shall continue as a member of the Board of Directors for one term, to advise the President and Board of Directors and preserve continuity. He/She/They shall also perform such other duties as may be assigned to him/her/them from time to time by the Board of Directors.

SECTION 4.5 **Appointments.** The Board of Directors may designate appointees to carry out the performance of specific duties. Said appointments shall be made at the recommendation of the President and approval of the Board of Directors and shall at all times be subject to the control and direction of the Board of Directors. Said appointees shall have staggered terms as outlined in Section 4.2 above. Said appointees shall not be designated members of the Board of Directors, but members of the Board of Directors may also become appointees.

SECTION 4.6 **Board Advisers.** The Board of Directors may, from time to time, elect one or more Board Advisers of this corporation who shall be advisory members of the Board of Directors of this corporation. Any such election shall be for such term and based on such criteria as the Board of Directors from time to time deems appropriate. All Board Advisers shall be non-voting directors of this corporation.

ARTICLE 5

Meetings of the Board of Directors

SECTION 5.1 **Annual Meeting.** The annual meeting of the Board of Directors for the purpose of electing officers and transacting such other business as may properly come before the meeting shall be held immediately preceding the annual meeting of the members of this corporation at the time and place, within or without the State of Minnesota, designated from time to time by the Board of Directors.

SECTION 5.2 **Other Meetings.** Other meetings of the Board of Directors may be held at

such time and place as are announced at a previous meeting of the Board of Directors. Meetings of the Board of Directors may also be called at any time (a) by the President, (b) by the Board of Directors, or (c) upon the written request of three or more members of the Board of Directors. Anyone entitled to call a meeting of the Board of Directors may make a written request to the secretary to call the meeting, and the secretary shall give notice of the meeting, setting forth the time, place and purpose thereof, to be held between five and thirty days after receiving the request. If the secretary fails to give notice of the meeting within seven days from the day on which the request was made the person or persons who requested the meeting may fix the time and place of the meeting and give notice in the manner hereinafter provided.

SECTION 5.3 Notice of Meetings. 5.3 Written notice of each meeting of the Board of Directors for which written notice is required, and of each annual meeting, stating the time, place and purpose shall be communicated not less than five nor more than thirty days before the meeting, excluding the day of the meeting, to each director at his/her/their address according to the last available records of this corporation. Notification of each meeting of the Board of Directors may be made through any means of communication through which such persons may participate. Any director may waive notice of a meeting before, at or after the meeting, orally, in writing or by attendance. Attendance at a meeting is deemed a waiver unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the director does not participate in the meeting.

SECTION 5.4 Quorum and Voting. The presence of a majority of the members of the Board of Directors shall constitute a quorum at any meeting, but the directors present at any meeting, although less than a quorum, may adjourn the meeting from time to time. At all meetings of the Board of Directors, each director shall be entitled to cast one vote on any question coming before the meeting. A majority vote of the directors present at any meeting, if there be a quorum, shall be sufficient to transact any business, unless a greater number of votes is required by law or these Bylaws. A director shall not appoint a proxy for himself/herself/themself or vote by proxy at a meeting of the Board of Directors. A director who is present at a meeting of the Board of Directors when an action is taken is presumed to have assented to the action unless the director votes against the action or is prohibited from voting on the action.

SECTION 5. 5 Adjourned Meetings. When a meeting of the Board of Directors is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

SECTION 5 .6 Written Action. Any action that could be taken at a meeting of the Board of Directors may be taken by written action signed by all of the directors .

SECTION 5 .7 Director Conflicts of Interest. This corporation shall not enter into any contract or transaction with (a) one or more of its directors, (b) a director of a related organization (within the meaning of Minnesota Statutes, Section 317A .011, subd . 18), or (c) an organization in or of which a director is a director, officer or legal representative or has a material financial interest; unless the material facts as to the contract or transaction and as to the director's interest are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the directors (without counting the interested director), at a

meeting at which there is a quorum without the interested director. Failure to comply with the provisions of this section 5.7 shall not invalidate any contract or transaction to which this corporation is a party.

ARTICLE 6

Officers

SECTION 6.1 **Tenure of Office.** The officers of this corporation shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as the Board of Directors may from time to time designate. Said officers shall be elected by the members at the annual meeting to serve for terms of two years. The President's term shall be limited to three consecutive terms. Any officer may at any time be removed by the Board of Directors with or without cause. The same person may hold more than one office at the same time, except the President, who must not hold any other office during any of his/her/their terms as President.

SECTION 6.2 **President.** The President shall be the chief executive officer of this corporation. He/She/They shall preside at all meetings of the Board of Directors. He/She/They shall be responsible for the general supervision, direction and management of the affairs of this corporation. He/She/They may execute on behalf of this corporation all contracts, deeds, conveyances and other instruments in writing which may be required or authorized by the Board of Directors for the property and necessary transaction of the business of this corporation.

SECTION 6.3 **Vice President.** The Vice President shall perform the duties of the President in case of the latter's absence or disability. The execution by the Vice President on behalf of this corporation of any instrument shall have the same force and effect as if it were executed on behalf of this corporation by the President.

SECTION 6.4 **Secretary.** The Secretary shall keep accurate minutes of all meetings and shall be custodian of the records, documents and papers of this corporation. He/She/They shall provide for the keeping of proper records of all transactions of this corporation. He/She/They shall have and may exercise any and all other powers and duties pertaining by law, regulation or practice to the office of Secretary, or imposed by these Bylaws. He/She/They shall also perform such other duties as may be assigned to him/her/them from time to time by the Board of Directors.

SECTION 6.5 **Treasurer.** The Treasurer shall be responsible for maintaining accurate financial records for this corporation and safeguarding the assets of this corporation. He/She/They shall present a report of this corporation's financial transactions and status to the Board of Directors at its annual meeting, and shall from time to time make such other reports to the Board of Directors as it may require. The Treasurer shall perform such other duties as may be assigned to him/her/them from time to time by the Board of Directors.

SECTION 6.6 **Additional Powers.** Any officer of this corporation, in addition to the powers conferred upon him/her/them by these Bylaws, shall have such powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

ARTICLE 7

Committees

SECTION 7.1 **Authority.** The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the members of the Board of

Directors. Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors. Each such committee shall at all times be subject to the control and direction of the Board of Directors. Committee members, other than members of the Executive Committee, need not be directors.

SECTION 7.2 Executive Committee. The Board of Directors may designate an Executive committee composed of at least three directors designated by the Board of Directors. The Executive Committee shall have the authority of the Board of Directors in the management of the business of this corporation in the interval between meetings of the Board of Directors, and the Executive committee shall at all times be subject to the control and direction of the Board of Directors.

SECTION 7.3 Meetings and Voting. Meetings of each committee may be held at such time and place as are announced at a previous meeting of the committee. Meetings of any committee may also be called at any time by the chairperson of the committee or by the President, on at least five day's notice by mail or email, or two day's oral notice by telephone or in person. Appearance at a meeting is deemed to be a waiver of notice unless the committee member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the committee member does not participate in the meeting. At all meetings of a committee of this corporation each member thereof shall be entitled to cast one vote on any question coming before such meeting. The presence of a majority of the membership of any committee of this corporation shall constitute a quorum at any meeting thereof, but the members of a committee present at any such meeting, although less than a quorum, may adjourn the meeting from time to time. A majority vote of the members of a committee of this corporation present at any meeting, if there be a quorum, shall be sufficient for the transaction of the business of such committee. Any action that could be taken at a committee meeting may be taken by written action signed by all members of the committee.

ARTICLE 8

Regional Vice Presidents and Chapters

The Board of Directors may admit regional chapters and appoint Regional Vice Presidents who shall serve as officers of the Board of Directors. Said regional chapters must be organized and at all times thereafter operated for the benefit of, to perform the functions of or carry out the purposes of the League of Minnesota Poets. Each regional chapter will encourage its members to also join the League of Minnesota Poets, with the goal of ensuring that a majority of chapter members are also state members. If this membership goal is not achieved for a particular chapter, that chapter will take additional steps to promote state membership among its local members. Chapters may determine their own activity and promotion and growth of their own membership, and set their own dues, insofar as these activities do not injure the interests of the League of Minnesota Poets as a whole. All Regional Vice Presidents shall be members in good standing in the League of Minnesota Poets.

ARTICLE 9

Indemnification

To the full extent permitted by any applicable law, this corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of this corporation, by reason of the former or present capacity of this person as --

- (a) A director, officer, employee or member of a committee of this corporation or,
- (b) A director, officer, partner, trustee, employee or agent of another organization or employee benefit plan, who while a director, officer or employee of this corporation, is or was serving the other corporation at the request of this corporation or whose duties as director, officer or employee of this corporation involve or involved such service to the other corporation, against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements, and reasonable attorneys' fees and disbursements incurred by the person in connection with the proceeding.

Indemnification provided by this section shall continue as to a person who has ceased to be a director, officer, employee or committee member, shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section .

This corporation may, to the full extent permitted by applicable law from time to time in effect purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or a member of a committee of this corporation against any liability asserted against such person and incurred by such person in any such capacity.

ARTICLE 10

Miscellaneous

SECTION 10.1 **Fiscal Year.** Unless otherwise fixed by the Board of Directors, the fiscal year of this corporation shall begin on January 1 and end on the succeeding December 31.

SECTION 10.2 **Corporate Seal.** This corporation shall have no seal.

SECTION 10.3 **Electronic Communications.** Notifications of upcoming meetings may be provided through any means of communication through which such persons may participate. Exception to this notice is for communication as required in section 3.3. A member, director or committee member may participate in a meeting by any means of communication through which such person, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other or receive all communicated information during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting. A conference among members, directors, or committee members by any means of communication through which such persons may simultaneously hear each other or receive all communicated information during the conference is a meeting of the members, Board of Directors or committee, as the case may be, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

SECTION 10.4 **Amendments.** Both the Board of Directors and the members shall have the power to amend these Bylaws. Written notice of the proposed amendment or amendments shall be given to the Board of Directors or members at least seven days in advance of the meeting, regular or special, at which the amendment is to be considered. The power of the Board of Directors shall be subject to the power of the members, The Board of Directors may

amend the Bylaws by adopting a resolution setting forth the amendment. The Board of Directors may not adopt, amend or repeal a bylaw fixing a quorum for meetings of members, prescribing procedures for removing directors or filling vacancies in the Board of Directors, or fixing the number of directors or their classifications, qualifications, or terms of office. An amendment for adoption by the members must be proposed by at least twenty members or ten percent of the members, whichever is less. The membership may amend the Bylaws by adopting a resolution setting forth the amendment.

SECTION 10.5 **Authority to Borrow, Encumber Assets.** No director, officer, agent or employee of this corporation shall have any power or authority to borrow money on its behalf to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. Authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.

SECTION 10.6 **Deposit of Funds.** All funds of this corporation shall be deposited from time to time to the credit of this corporation in such banks, trust companies or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors from time to time.

SECTION 10.7 **Rules of Orders.** All meetings of the members and Board of Directors shall be conducted pursuant to Roberts Rules of Order.

The foregoing Bylaws of the Minnesota League of Poets were adopted at a meeting of the General Membership of said corporation held on the 19th day of April, 2022.

/s/ _____
President

/s/ _____
Vice President

/s/ _____
Secretary