

AMERICAN CIVIL LIBERTIES UNION OF MINNESOTA
BYLAWS

Article 1: NAME; AFFILIATION; OFFICE

Section 1.1. Name. The name of this organization is American Civil Liberties Union of Minnesota. (“Union” or “ACLU-MNU”).

Section 1.2. Affiliation. The Union is an affiliate of American Civil Liberties Union, Inc. (“National ACLU”). The articles, bylaws, and policies of the National ACLU shall be binding on the Union in the manner and to the extent stated therein.

Section 1.3. Principal Office. The principal office of the Union shall be in Minnesota at such place as its Board of Directors (“Board”) may designate.

Article 2: MEMBERSHIP

Section 2.1. Definition. The membership of the Union shall consist of all persons who have paid membership dues as prescribed by the National ACLU that reside in Minnesota. Reside in Minnesota means their primary address is in Minnesota. Determination of Union membership residency must be consistent with National. Notwithstanding that these Bylaws refer to such persons as “Members,” they shall have no right to vote on any Union matter or any other rights, except as explicitly provided in these Bylaws. As stated in the Union’s Articles of Incorporation, all powers of the Members under Minnesota law shall be exercised by and are delegated to the Board.

Section 2.2. Membership List. The National ACLU will determine each individual’s membership status.

Section 2.3. Annual Meeting. The Union must hold an annual meeting of the Members, and at that meeting must elect Directors for the upcoming year, must present reports on the activities and financial condition of the Union, and may transact such other business as may properly come before the meeting. The Union must hold the annual meeting no more than 30 days before and no more than 30 days after the first day of the Union’s fiscal year at such time and place in Minnesota as the Board designates. The Union may hold additional meetings of Members at such times and such places as the Board shall deem appropriate. Attendance by remote means may be made available.

Section 2.4. Special Meetings. Special meetings of the Members may be called at any time (a) by the Chair, (b) by the Board, or (c) upon written demand to the Chair or Board by at least 50 Members or ten percent of the Members, whichever is less. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting. Members making a

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demand for a special meeting shall include in the demand the time, place, and purpose of the meeting, which must be held in the county where the Union's principal office is located not sooner than 90 days or later than 120 days after the demand is received. The Secretary must give notice of the meeting, setting forth the time, place, and purpose thereof.

Section 2.5. Notice. The Secretary must cause written notice of each meeting of the Members, stating the time and place thereof, to be delivered to each Member on the Members List as provided by these Bylaws, by (i) electronic transmission (for example, text or email), (ii) mail, or (iii) hand delivery, to the address or electronic address for the Member appearing in the latest available records of the Union. The notice of the annual meeting must also contain, or (in the case of a notice delivered electronically) provide a URL to a website that contains, the following:

- (a) a list of all candidates for the Board nominated by the Board and a biographical statement of each such nominee;
- (b) a list of all candidates for the Board nominated by petition and a biographical statement of each such nominee; all proposed resolutions; and
- (c) a description of procedures applicable to the next annual meeting for nominating candidates for the Board, proposing resolutions, and proposing changes to the bylaws.

Any Member may waive notice of a meeting before, at, or after the meeting, orally or in writing. In-person or electronic attendance at a meeting waives notice unless the Member objects at the beginning of the meeting to the transaction of business and the Member does not participate in the meeting. 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.

Section 2.6. Petitioner Nominations. Members may nominate Directors by communicating such nominations to the Chair not less than 90 days before the first day of the Union's fiscal year. Such nominations must be accompanied by:

- (a) a petition signed by at least 25 Members for each individual nominated;
- (b) a statement by the nominee that the nominee is willing to serve as a Director; and
- (c) a biographical statement of the nominee of not more than 300 words.

Section 2.7. Members List for Meeting; Record Date. The Board must fix a date that is not more than 60 days before the date of each meeting of the Members as the date for determination of the Members entitled to notice of the meeting (the "Record Date"). If the Board fails to set a Record Date, the Record Date shall be the 60th day before the date of the meeting. Promptly after the Record Date, the Secretary shall prepare a list of the names (in alphabetical order) and addresses of all Members as of the Record Date (the "Membership List"). Beginning two business days after notice of the meeting is given, the Membership List shall be kept at the principal office of the Union. Except as otherwise provided by law, the Membership List shall be available only (i) to the Officers and staff of the Union for use in the business of the Union, and (ii) to Members, but only for the purpose of communicating at their own expense with other Members concerning the meeting. Each such communications shall clearly indicate (a) the

name(s) of the Member(s) on whose behalf it is being made, and (b) that it is not being made on behalf of the Union. For purposes of this paragraph, “available . . . to Members” means that Members may, at their own expense, have a commercial mailing house send communications concerning the meeting to all or some of the Members. Within three days of receiving a Member's request for the Membership List, the Union must (a) designate a commercial mailing house that has certified in writing that it will strictly protect the confidentiality of the Membership List, (b) identify that commercial mailing house to the Member, and (c) provide a copy of the Membership List to that commercial mailing house.

Section 2.8. Voting; Quorum; Remote Attendance. At all meetings of the Members, each Member on the Membership List shall be entitled to cast one vote on each question coming before the meeting. Members may not vote by proxy. Cumulative voting is not permitted. The presence of ten Members shall constitute a quorum. If a quorum has been present at a meeting and one or more Members have withdrawn from the meeting so that less than a quorum remains, the Members still present may continue to transact business until adjournment. A majority vote of the Members present at any meeting at which a quorum is or was present shall be sufficient to transact any business. The Board may, but need not, provide means for Members to remotely attend any meeting of the Members so long as everyone participating in the meeting can simultaneously communicate with each other during the meeting.

Section 2.9. Written Ballot. An action that may be taken at a meeting of Members may be taken by written ballot without a meeting in accordance with Minnesota Statutes Section 317A.447.

Article 3: BOARD OF DIRECTORS

Section 3.1. General Powers. All corporate powers shall be exercised by or under authority of the Board, and all business, activities, and affairs of the Union shall be managed under the direction of the Board.

Section 3.2. Number. The Board shall determine the number of Directors from time to time, provided, however, that (a) the Board shall consist of not fewer than 10 and more than 21 Directors, and (b) no reduction in the number of Directors shall shorten the term of any incumbent Director.

Section 3.3. Qualifications. Every Director must be a natural person who is at least 18 years old and a member of the Union. No one may be a Director who is a director of another ACLU state affiliate. The Union must comply with the goals and responsibilities set forth in National ACLU Policy 524, as it may be amended from time to time. No individual may become a Director without their prior consent.

Section 3.4: Elections and Terms. Subject to Section 3.5 of these Bylaws, Directors must be elected by a vote of a majority of Members present at an Annual Meeting from candidates nominated by the board or nominated by Members under Section 2.6. The term of each Director shall begin at the Annual Meeting at which they are elected, and shall end at the

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Annual Meeting that occurs at the end of that term. At each annual meeting of the Board, additional Directors shall be elected to hold office for a three-year term, or until such Director's successor is elected and qualified, or until such Director's prior death, resignation, or removal. Directors may serve no more than three three-year consecutive terms, after which, for one year, they may not serve as a Director; provided, however, that, if, at the end of a third consecutive term, a Director is serving an unexpired term as an Officer, the Director shall remain as a Director and an Officer through the end of that unexpired term.

Section 3.5: Vacancies. A vacancy on the Board occurs whenever a Director ceases to be a Director before the end of their term for any reason, including, for example, death, disability, resignation, or removal. The Board may elect a Director to fill a vacancy by the vote of a majority of the Directors though fewer than a quorum, (a) whenever it occurs or (b) before it occurs, effective at a specified later date, in the case of an announced resignation that has not become effective, provided that the new Director may not take office until the vacancy occurs. A Director filling a vacancy shall serve the remaining portion of the unexpired term. The Secretary must send to all Directors, at least five days prior to the meeting at which the election is to be held, notice of an existing vacancy and the name of any candidate(s) proposed to fill the vacancy.

Section 3.6: Removal and Resignation of Directors. The Board may remove a Director by a vote of a majority of the Directors other than the Director whose removal is at issue, or as otherwise provided by these Bylaws. Except as provided in Section 3.12, the Board may remove a Director only at a meeting called for that purpose, and the notice of the meeting must state that the purpose, or one of the purposes, of the meeting is the removal of the Director. Any Director may resign at any time by giving written notice to the Chair or the Secretary. The resignation shall be effective immediately without acceptance when the notice is received by the Chair or the Secretary, unless the Director specifies in the notice a later effective date.

Section 3.7: Meetings. The Board must meet at least four times per year, including an Annual Meeting, which must be held on the same day as the Annual Meeting of Members. If no location is designated in the notice of a meeting, it shall be held at the principal office of the Union. The Board may, but need not, provide means for Directors to remotely attend any meeting of the Board so long as everyone participating in the meeting can simultaneously communicate with each other during the meeting.

Section 3.8: Quorum. At all meetings of the Board, one third of the Board shall constitute a quorum. If a quorum has been present at a meeting and one or more Directors have withdrawn from the meeting so that less than a quorum remains, the Directors still present may continue to transact business until adjournment. A majority vote of the Directors at any meeting at which a quorum is or was present shall be sufficient to transact any business. If at any meeting there is less than a quorum initially present, a majority of those present may adjourn the meeting to another time or another date and time.

Section 3.9: Voting. At all meetings of the Board, each Director shall have one vote on each matter put to a vote. No proxy voting or delegation of voting power is allowed.

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Section 3.10: Action by Written Consent. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting by written consent, setting forth the action so taken, signed or assented to by email or e-signature by all the Directors. Such written consent must be submitted to the Secretary, who must file it with the Board's minutes.

Section 3.11: Compensation of Directors. Directors shall not receive any compensation for services rendered as Directors, provided, however, that, in accordance with such policies as the Board may adopt, a Director may be reimbursed reasonable travel expenses incurred in attending meetings of the Board but not to exceed then-existing Union staff reimbursement policy.

Section 3.12: Attendance. Directors are expected to attend all meetings of the Board. A Director who is unable to attend the Annual Meeting or a scheduled Meeting must give notice to the Union's office or Secretary.

Section 3.13: Executive Sessions. The Board may meet and act in executive session pursuant to such rules and procedures as it may adopt.

Section 3.14: Minutes. The Board and the executive committee must keep minutes of their meetings, which shall be part of the Board's permanent files. The Board must keep minutes of executive sessions in a manner consistent with the confidential nature of those sessions.

Section 3.15: Notice of Meetings. The Secretary must cause written notice of each meeting of the Board, stating the time and place thereof, to be delivered at least 10 days before the meeting, to each Director, via electronic transmission (for example, text or email), mail, or hand delivery to the address or electronic address for the Director appearing in the latest available records of the Union. If notice is given by personal delivery, by telephonic or facsimile message or by electronic means, it shall be deemed delivered upon sending.

Any Director may waive any notice required by law, the Articles of Incorporation, or these Bylaws before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. The attendance or participation of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director at the beginning of the meeting, or promptly upon arrival, objects to the transaction of any business and does not participate in the meeting.

Section 3.16: Participation in Meetings. Directors may attend and participate in Board meetings and committee members may attend and participate in committee meetings by any means of communication by which everyone participating in the meeting can simultaneously communicate with each other during the meeting, including in-person or remote means.

Section 3.17: Conflicts of Interest. The Directors, the Executive Director, and all other employees and agents of the Union must comply in all respects with the conflict-of-interest policy of the National ACLU, as applicable to its affiliates. Each Director must submit conflicts-of-interest statements annually to the Executive Director in a form prescribed by the Union.

ARTICLE 4: BOARD COMMITTEES

Section 4.1: Committees, Generally. The Union must have an Executive Committee, a Governance Committee, and a Finance Committee. The Board may create one or more additional committees. The Chair shall appoint the chair (or co-chairs) and members of each committee other than the Executive Committee. The Chair shall be a member of all committees. Members of committees other than members of the Executive Committee need not be Directors but must be Members. The chair (or co-chairs), and a majority of the members, of each committee must be Directors. Each committee shall have three or more members who, except as to the Executive Committee, serve at the pleasure of the Board. The Board may assign duties to the committees in addition to the duties these bylaws prescribe.

Section 4.2: Term of Office. Each member of a committee shall continue to serve until the next annual meeting of the Board or until such member's successor is appointed, whichever occurs later, unless the committee shall be sooner terminated or such member is removed from such committee or such member shall cease to qualify as a member thereof.

Section 4.3: Authority of Committees. The Board may establish committees having the authority of the Board to the extent provided, which the Board may withdraw or amend at any time. Each such committee shall be subject to the control and direction of the Board.

Section 4.4: Meetings; Quorum. Committee meetings are open to any Director. At all meetings of the committees, three committee members shall constitute a quorum. The act of a majority of the committee members present at any meeting at which a quorum is initially present shall be the act of the committee, except as may be otherwise specifically provided by Minnesota law or by these bylaws. If at any meeting there is less than a quorum initially present, a majority of those present may adjourn the meeting to another time or another date and.

Section 4.5: Executive Committee.

a) The Officers shall constitute and serve *ex officio* as members of the Executive Committee.

b) The Executive Committee may act on behalf of the Board, by a vote of a majority of Executive Committee members, in matters of such urgency that decisions must be made before the next Board meeting, subject to ratification by the Board as soon as practicable but no later than at the next Board meeting. The Executive Committee shall keep a record of all such actions. No such actions shall be of greater scope than the immediate situation requires. The Board may overturn any action taken by the Executive Committee by the affirmative vote of a majority of the Board present at a meeting at which a quorum is present.

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c) The Executive Committee is responsible for conducting the annual review of the Executive Director and any interim reviews as warranted, and for submitting its report and recommendations to the Board.

Section 4.6: Finance Committee. The Finance Committee shall be chaired by the Treasurer and shall have the following duties and responsibilities:

- a) Review the financial condition and statements of the Union;
- b) Review and report to the Board on each proposed annual budget of the Union;
- c) Retain an independent auditor and ensure that the annual audit of the Union is conducted timely and appropriately;
- d) Review the management, allocation, and performance of investments of the corporation in accordance with Union's Investment Policy and any other policies that the Finance Committee shall propose to the Board.
- e) Analyze and report to the Board about such financial and compliance matters as it deems advisable, or as the Board may forward to it for consideration.

Section 4.7: Governance Committee. The Governance Committee shall have the following duties and responsibilities:

- a) Provide guidance and information regarding the Board's composition, effectiveness, and efforts to cultivate a diversity of candidates for Directors;
- b) Implement effective programs for orientation of new Directors and development and education of all Directors;
- c) Review and provide recommendations concerning the Union's Articles of Incorporation and bylaws, and Board policies and practices; and
- d) Recommend to the Board, at least 14 days before an election of Directors or Officers is to occur, a diverse variety of candidates for the positions to be elected, including geographic distribution in Minnesota.

ARTICLE 5: OFFICERS

Section 5.1: Officers. The Officers of the Union shall be Chair, Immediate-Past Chair, Vice Chair, Treasurer, Secretary, Affiliate Equity Officer, Affiliate Representative to the National ACLU Board of Directors, Chair-Elect, and such other Officers as the Board may designate. Officers must be Directors. One person may hold more than one office, except that the offices of (a) Chair and Treasurer and (b) Chair and Chair-Elect may not be held simultaneously by the same person, and no person may act in more than one capacity where the action of two or more Officers is required.

Section 5.2: Duties.

- a) **Chair.** The Chair oversees Board affairs, strengthens the integrity of Board processes in governing and supporting the Union, acts as the representative of the Board as a whole, leads the Board in setting strategic goals and objectives, and collaborates with the

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Executive Director to advance the mission of the organization.

b) **Immediate-Past Chair.** The Immediate-Past Chair shall assist the Chair in performance of the Chair's duties as requested by the Chair.

c) **Vice Chair.** The Vice Chair supports the Chair in leading the Board as needed.

d) **Secretary.** The Secretary oversees the preparation of the minutes of the Board and the Executive Committee, gives all notices in accordance with these Bylaws, and maintains custody of the record of Board attendance, votes taken, and other corporate records. The Secretary ensures that the staff keeps an up-to-date book of Board policies and resolutions. The Secretary signs official copies of Board resolutions.

e) **Treasurer.** The Treasurer chairs the Finance Committee. The Treasurer supervises the financial affairs of the Union and makes regular financial reports to the Board and, with the Executive Director, presents the annual budget for adoption by the Board. The Treasurer performs other duties incident to the office of treasurer and such other duties as may be assigned by the Board from time to time.

f) **Affiliate Representative to the National ACLU Board.** The Affiliate Representative represents the Union on the National ACLU Board and regularly reports to the Board on developing national initiatives, policy developments, and other matters that may affect the Union. The term of the National ACLU Board Representative shall be three years or such other term as is required by the National ACLU.

g) **Affiliate Equity Officer.** The Affiliate Equity Officer performs the duties enumerated in the Union's Equity, Diversity, and Inclusion Policy or plan and National ACLU Policy 526, both as may be amended from time to time; reviews the annual demographic report to the National ACLU with the Board; leads efforts to continuously evaluate the Board's and the Union's practices, policies and decisions in the areas of equity, diversity, and inclusion; chairs any Board committees or working group established to address issues of equity, diversity, and inclusion; reports to the Board annually on the Union's progress in equity, diversity, and inclusion; works as a strategic partner to the Executive Director or their delegate to advance equity, diversity, and inclusion; and, when the Union is hiring a new Executive Director, fulfills the responsibilities identified by the National Chief Equity and Inclusion Officer.

h) **Chair-Elect.** At the end of the first year of the Chair's two-year term, the Board must elect a Chair-Elect. Upon the expiration of the Chair's term, the Chair-Elect shall become Chair.

i) **Absence or disability of the Chair.** During the absence or disability of the Chair, the Chair-Elect, if any, shall perform the duties of the Chair. If there is no Chair-Elect, the Vice Chair shall perform such duties. The Chair-Elect's or the Vice Chair's performance of such duties shall not be included in any calculations of their terms in their respective offices.

Section 5.3: Election; Terms. The Board shall elect Officers at the annual meeting of the Directors or, to fill a vacancy, at other times.

(a) Each Officer other than the Affiliate Representative shall be elected to a term of two-years, beginning at the Annual Meeting at which they are elected and ending at the second Annual Meeting thereafter, or until their successor is elected and qualified. Such officers may serve no more than three consecutive two-year terms; provided that by a two-thirds vote the Board may waive such term limits once to an individual.

(b) Subject to the bylaws and applicable policies of the National ACLU, (i) the Affiliate Representative shall be elected to a term of three years, beginning at the Annual Meeting at which they are elected and ending at the third Annual Meeting thereafter, or until their successor is elected and qualified, and (ii) the Affiliate Representative may serve no more than two consecutive three-year terms; provided that the Board may waive such term limitation by a two-thirds vote once as to an individual.

Section 5.4: Removal. Any Officer may be removed from office, with or without cause, by the affirmative vote of a majority of all Directors then in office at any meeting of the Board. Any Officer proposed to be removed shall be entitled to (a) at least five days' prior written notice of the meeting of the Board at which such removal is to be voted upon, (b) a statement of the reasons for the proposed removal, and (c) the opportunity to appear before and be heard by the Board at such meeting.

Section 5.5: Nominations. See Section 4.7.

Article 6: EXECUTIVE DIRECTOR

The Union must employ an Executive Director on such terms as agreed between the Board and the Executive Director. The Executive Director has the authority to manage the business (including personnel, programs, and operations) of the Union as the chief executive and shall be responsible to the Board, which has the power to remove the Executive Director in accordance with the Union's and National ACLU's policies and the terms of the Executive Director's employment. The Executive Director shall be invited to attend and participate in all Executive Committee meetings and all Board meetings, including executive sessions of the Executive Committee or of the Board, other than any session to discuss the compensation, performance or retention of the Executive Director.

ARTICLE 7: LIABILITY, INDEMNIFICATION, AND INSURANCE

Section 7.1: Limitation of Liability. A Director shall not be personally liable for monetary damages for any action or inaction unless the Director has breached or failed to perform the duties of their office under Minnesota law and the breach or failure constitutes self-dealing, willful misconduct, or recklessness. This provision shall not apply to the liability of a Director pursuant to any criminal statute or the liability of a Director for payment of taxes.

Section 7.2: Indemnification. The Union shall indemnify its Directors, Officers, committee members, and employees as required or permitted by Minnesota Statutes 317A.521 subd. 2, as amended from time to time, or as required by other provisions of law; provided, however, that no person may be indemnified with respect to their bad faith, gross negligence, or willful misconduct, as determined by the Board in its sole discretion.

Section 7.3: Insurance. The Board may authorize the Union to purchase and maintain insurance it deems appropriate on behalf of the Union and on behalf of any person who is or was a Director, Officer, employee, or agent of the Union, or is or was serving at the request of the Union as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise or entity against any loss or liability asserted against or incurred by such person in any such capacity, or arising out of such person's status as such, whether or not these Bylaws allow the Union to indemnify them against such liability.

ARTICLE 8: FISCAL YEAR

The fiscal year of the Union shall run from April 1 through March 31, unless the Board fixes another fiscal year.

ARTICLE 9: AMENDMENTS TO BYLAWS

At least 50% of the members of the Union acting by written petition, or any Director, may submit a proposed amendment to these Bylaws, which shall be considered at the next meeting of the Board. Notice of the meeting must comply with Section 3.15 of these Bylaws. The Board may adopt the proposed amendment by vote of two-thirds of those Directors voting. The Board may revise properly noticed proposed amendments prior to their adoption to comply with Minnesota law, the requirements of maintaining the tax-exempt status of the Union, and best practices.

ARTICLE 10: MISCELLANEOUS

Section 10.1: Rules of Order. All meetings of the Members, the Board, and the Executive Committee must be conducted in accordance with procedural rules that promote order and efficiency, and permit everyone present to participate fairly and to be heard.

Section 10.2: Loans. The Union may not make any loans to any Director or Officer.

Section 10.3: Corporate Minutes and Records; Inspection of Records. The Union shall keep as permanent records minutes of all meetings of the Board and committees, a record of all actions taken by the Board without a meeting, and a record of all actions taken by the committees of the Board. The Union shall maintain its records in written form or in another form readily capable of conversion into written form. The Union shall keep a copy of the following records at its principal office: (a) its Articles of Incorporation and all amendments and restatements; (b) its Bylaws and all amendments and restatements to them; and (c) a list of the names and business or home addresses of its then-current Directors and Officers. The minutes and records described in this Section 10.3 shall be made available for inspection by then-current

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Directors during normal business hours. In addition, to the extent required by applicable law, the Union shall make available for inspection during regular business hours, by any individual, copies of: (i) any application filed with and any letter or other document issued by the Internal Revenue Service with respect to the tax-exempt status of the Union; and (ii) the annual returns filed with the Internal Revenue Service for the three most recent years (to the extent that the Union is required to file such returns). In addition, the Union shall make available all such minutes and records to the National ACLU in accordance with National ACLU policies.

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CERTIFICATION

The undersigned certifies that they are the duly elected Secretary of the Union and that the above restated Bylaws of the Union were duly adopted at a regular meeting of the Board of Directors on February 24, 2024.

Norman Pentelovitch
Norman Pentelovitch (Mar 5, 2024 13:48 CST)

Norman Pentelovitch, Secretary

03/05/2024