

**BYLAWS OF
MINNESOTA ENVIRONMENTAL PARTNERSHIP**

This instrument constitutes the Bylaws of Minnesota Environmental Partnership, a Minnesota nonprofit corporation, adopted for the purpose of regulating and managing the internal affairs of the corporation

ARTICLE I

CORPORATE SEAL

The corporation shall not have a seal.

ARTICLE II

MEMBERS

Section 2.1.1 Classes of Membership. The membership of the corporation shall consist of one class of members. Members must be nonprofit corporations or bona fide environmental conservation organizations meeting the criteria of this Section. Individuals are not eligible for membership. Annual membership dues and other fees shall be payable by members at a rate or rates determined by the Board of Directors from time to time.

Section 2.1.2 Eligibility for Membership. To be eligible for membership, an organization must commit to aligning with and supporting Minnesota Environmental Partnership's mission and collaborative approach to advocacy and education as determined by the Board of Directors. In addition, a prospective member must:

- 1) Be a nonprofit organization that has been determined by the Internal Revenue Service to be exempt from federal income tax under Section 501(c)(3) or Section 501(c)(4) of the Internal Revenue Code; or

2) Be a nonprofit organization which meets the following requirements, as determined by the Board of Directors of the corporation:

- has a structure that results in a clear understanding of who is allowed to represent the group, including a designated representative to the corporation;
- has a written process for making and modifying decision; and
- is comprised of at least twenty (20) individual members who communicate on a regular basis.

Member compliance with the eligibility requirements contained in subsections (1) and (2) shall continue after a member has been accepted for membership. If the Board of Directors determines a member is ineligible or is discovered to have never been eligible due to its failure to comply with subsections (1) and (2), its membership is immediately terminated.

Section 2.1.3 Approval of Membership. New members may be approved and admitted by either of the following methods:

- a) By the majority vote of the existing MEP members present at an annual meeting where a quorum of MEP members exists, or
- b) By the majority vote of the directors present at any regular or special meeting of the Board of Directors where a quorum of director's exists.

If the membership application is to be submitted to the Board of Directors for consideration, then the proponent of such new member must submit a completed written membership application to the principal office of the corporation at least forty five (45) days prior to the date on which the membership application will be considered.

If the membership application is to be submitted to the existing members for consideration, then the proponent of such membership application must submit a completed

written membership application to each existing member and to the principal office of the corporation not less than thirty (30) days nor more than ninety (90) days prior to the annual meeting at which the membership application will be considered.

Section 2.2 Members' Rights. Members are entitled to vote and have equal rights and preferences in matters not otherwise provided for by the Board.

Section 2.3. Term and Termination of Membership. The term of membership for members shall be one (1) year, annually renewable. Nonpayment of dues will result in the termination of membership, as determined by policies of the Board of Directors. The Board of Directors may terminate a membership for any reason, in its sole discretion, including but not limited to:

- (1) Conduct or actions by a member that do not align with and support MEP's mission and collaborative approach to advocacy and education as determined by the Board of Directors; or
- (2) Materially false or misleading information submitted by a member in its membership application.

A membership may not be terminated or suspended, except for nonpayment of dues or fees, until the affected member is given written notice (including the reasons for such termination or suspension) at least fifteen (15) days' prior to the effective date of such termination or suspension, and an opportunity for such affected member to be heard, orally or in writing by the Board of Directors or its designee at least five (5) days prior to the effective date of such suspension or termination.

Section 2.4.1. Regular Meetings of Members. Meetings of members may be held throughout the year. The annual meeting shall be held on such day and at such time as the Board of Directors shall determine. Members may consider any business of the corporation at the annual meeting or at a membership meeting noticed at least two weeks in advance, except for amendments to the bylaws which are subject to the provisions of Article VIII; such notice shall

include a list of items that may come to a vote. Meetings for purposes other than considering business of the corporation may be called with at least one week's notice.

Section 2.4.2. Members' Right to Call Meetings. If a regular meeting of Members has not been held during the preceding fifteen (15) months, at least fifty (50) Members or ten percent (10%) of the Members, whichever is less, may demand a regular meeting of the Members by written notice of demand given to the Chair or the Treasurer of the corporation. Within thirty (30) days after receipt of the demand, the Board shall cause a regular meeting of Member to be called and held on notice no later than ninety (90) days after receipt of the demand at the expense of the corporation.

Section 2.5. Quorum for Membership Meeting. Unless otherwise provided by law or by these Bylaws, a quorum for a meeting of the Members is ten percent (10%) of all current Members.

Section 2.6. Number Required for Action by Members. Except where a larger portion or number is required by law or by these Bylaws, the Members may take action by the affirmative vote of a majority of the Members present at a duly held meeting.

Section 2.7. Voting Rights. All Members shall be entitled to one (1) vote on any matter properly presented to the Members. Voting by proxy shall not be permitted.

Section 2.8. Unanimous Written Action. Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting by written action signed by all of the Members. The written action is effective when it has been signed by all Members, unless a different effective time is provided in the written action.

Section 2.9. Action by Written Ballot. An action may be taken at a regular or special meeting of Members without a meeting if the corporation mails, emails or delivers a written ballot to every Member. A written ballot must: (1) set forth each proposed action; and (2) provide an opportunity to vote for or against each proposed action. Approval by written ballot under this section is valid only if the number of votes cast by ballot equals or exceeds the quorum

required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Solicitations for votes by written ballot must: (1) indicate the number of responses needed to meet the quorum requirements; (2) state the percentage of approvals necessary to approve each matter other than election of directors; and (3) specify the time by which a ballot must be received by the corporation in order to be counted.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1. Management. The business and charitable affairs of the corporation shall be managed by or under the direction of a Board of Directors.

Section 3.2. Number, Composition of Board. The Board of Directors shall consist of up to eighteen (18) but not less than eleven (11) individuals. Up to thirteen positions shall be elected by the Members and shall be affiliated with a member organization at the time of their election either as a board member, staff or a member of a member organization as designated by their board.

Up to five positions shall be elected by the board of directors. These individuals may be non-members. The board elected positions shall be elected by a 2/3 majority vote of Board members present at a duly called meeting of the board.

Section 3.3. Terms of Directors, Term Limits. Directors shall serve for a term of two (2) years each. Directors shall serve until their successors have been elected and qualified. Directors shall be limited to three (3) consecutive terms. Directors who have served three consecutive terms must sit out at least two years before they may seek re-election to the Board of Directors. A

director may be exempted from the term limitation for the purpose of standing for election for one additional term as recommended by the Board.

Section 3.4. Quorum. At all meetings of the Board of Directors a majority of the directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business.

Section 3.5. Number Required for Action by Directors. Except where otherwise required by law, the Articles or these Bylaws, the affirmative vote of a majority of the directors present at a duly held meeting shall be sufficient for any action.

Section 3.6. Written Action. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of directors required to take the same action at a meeting of the Board of Directors at which all directors were present. The written action is effective when signed by the required number of directors, unless a different effective date is provided in the written action. When written action is taken by less than all of the directors, all directors shall be notified immediately of its text and effective date, except that failure to provide such notice does not invalidate the written action.

Section 3.7. Resignation of Directors. A director may resign at any time by giving written notice to the Secretary of the corporation. The resignation is effective without acceptance when the notice is given to the corporation, unless a later effective time is specified in the notice.

Section 3.8. Removal of Directors. A director may be removed from office, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting; provided that not less than five (5) days and not more than thirty (30) days notice of such meeting stating that removal of such director is to be on the agenda for such meeting shall be given to each director.

Section 3.9. Filling Vacancies. In the event of the death, removal or resignation of a director, a successor to fill the unexpired term may be elected by the affirmative vote of a majority of the directors present at a duly held meeting.

Section 3.10. Regular Meetings/Annual Meeting. The Board of Directors shall have regular meetings at such places and times as it shall establish by resolution. The annual meeting of the Board of Directors shall be held at such time and place as may be designated by resolution of the Board of Directors.

Section 3.11. Special Meetings. Special meetings of the Board of Directors may be called at any time upon request of the Chair or any two (2) directors, provided that any such request shall specify the purpose or purposes for the meeting. The Chair shall set the date for the special meeting within three (3) working days of making or receiving such a request and shall give not less than five (5) nor more than thirty (30) days written notice of the time, place and purpose of such special meeting.

Section 3.12. Committees. The Board of Directors may establish one or more committees having the authority of the Board in the management of the business of the corporation to the extent determined by the Board. Members of a committee need not be directors and shall hold such office for a term of one (1) year from their appointment or until their successors are appointed, whichever occurs first. Meetings of a committee may be called, from time to time, upon request of the Chair, the chair of the committee or any two (2) committee members. Notice requirements shall be the same as for special meetings of the Board of Directors, except that notice may be given orally or in writing.

Section 3.13. Place of Meetings. The Board of Directors may hold its meetings at such places, whether in this state or in any other state, as a majority of the directors then in office may from time to time appoint. Upon failure to appoint any other place, such meetings shall be held at the principal offices of the corporation.

Section 3.14. Electronic Communications. A conference among directors by a means of communication through which the directors may simultaneously hear each other during the conference is a board meeting, if the same notice is given of the conference as would be required for a meeting, and if the number of directors participating in the conference is a quorum. A

director may participate in a board meeting by any means of communication through which the director, other directors so participating, and all directors physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by any of the above-mentioned means is personal presence at the meeting.

Section 3.15. Form of Notice. Whenever under the provisions of these Bylaws notice is required to be given to any director, notice is given:

- a) when mailed to the director at an address designated by the director at the last known address of the director or at the address of the director in the corporate records;
- b) when communicated to the director orally;
- c) when handed to the director;
- d) when left at the office of the director with a clerk or other person in charge of the office, or if there is no one in charge, when left in a conspicuous place in the office;
- e) when transmitted via facsimile, e-mail, or other electronic medium, to a number, address, or location designated by the director;
- f) if the director's office is closed or the director has no office, when left at the dwelling or usual place of abode of the director with a person of suitable age and discretion residing in the house; or
- g) when the method is fair and reasonable when all the circumstances are considered.

Notice by mail is given when deposited in the United States mail with sufficient postage. Notice is considered received when it is given.

Section 3.16. Waiver of Notice. Any director may execute a written waiver of notice of any meeting required to be given by statute or by any provision of these Bylaws either before, at or after that meeting, and such waiver when signed and filed as hereinafter provided shall be

equivalent to notice. Such waiver shall be filed with the Secretary, who shall enter it upon the minutes or other records of that meeting. Appearance at a meeting by a director shall be deemed a waiver of notice thereof, unless the appearance is solely for the purpose of asserting the illegality of the meeting.

Section 3.17. Compensation of Directors. Directors shall not be compensated for their duties as directors, except that a director may receive a salary for his or her services as an employee, and directors may be reimbursed for expenses incurred on behalf of the corporation.

ARTICLE IV

OFFICERS

Section 4.1. Appointment of Officers. The officers of the corporation shall be a Chair, one or more Vice-Chairs, a Secretary, a Treasurer, and such other officers as the Board of Directors may, from time to time, appoint.

Section 4.2. Duties of Officers. The duties of the officers of this corporation shall be:

Section 4.2.1. Chair. The Chair shall preside at all meetings of the Board of Directors and shall oversee the long term goals and purposes of the corporation. The Chair shall be the chief executive officer of the corporation, shall be responsible for the day-to-day operations of the corporation, and shall have all of the powers and duties normally belonging to the chief executive officer of a Minnesota nonprofit corporation. He or she shall also perform such other duties as may be determined from time to time by the Board of Directors.

Section 4.2.2. Vice-Chair. The Vice-Chairs shall perform such duties as may be determined from time to time by the Board of Directors. The First Vice-Chair so designated shall be vested with all powers of and perform all the duties of the Chair in the Chair's absence or inability to act, but only so long as such absence or inability continues.

Section 4.2.3. Secretary. The Secretary or his or her designee shall attend all meetings of the Board of Directors and any committee thereof, and keep the minutes of such meetings, give

notices, prepare any necessary certified copies of corporate records, and perform such other duties as may be determined from time to time by the Board of Directors.

Section 4.2.4. Treasurer. The Treasurer shall have charge of the corporate treasury, receiving and keeping the monies of the corporation, disbursing corporate funds as authorized, and shall have all of the power and duties normally belonging to the Treasurer of a Minnesota nonprofit corporation.

Section 4.3. Salaries of Officers. Officers of the corporation shall not be compensated for their services as an officer.

Section 4.4. Officers as Members of Board of Directors. All officers must be members of the Board of Directors.

Section 4.5. Resignation of Officers. An officer may resign at any time by giving written notice of the resignation to the Secretary of the Corporation.

Sections 4.6. Removal of Officers. Any officer may be removed, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given.

Section 4.7. Filling Vacancies. Any vacancy in an officer's position shall be filled by the Board of Directors of the corporation.

ARTICLE V

STANDARD OF CARE AND CONFLICTS OF INTEREST

Section 5.1. Standard of Care. It is the responsibility of each director of this corporation to discharge his or her duties as a director in good faith, in a manner the director reasonably believes to be in the best interests of this corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 5.2. Conflicts of Interest. A contract or other transaction between this corporation and:

- (a) one or more of its directors, or a member of the family of a director;

- (b) a director of a related organization, or a member of the family of a director or a related organization; or
- (c) an organization in or of which one or more of the corporation's directors or a member of the family of the director are directors, officers or legal representatives or have a material financial interest,

is not void or voidable because the director or directors or the other individual or organization are parties or because the director or directors are present at the meeting of the Board of Directors or a committee of the Board of Directors at which the contract or transaction is authorized, approved or ratified, if:

- (a) the contract or transaction was, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the contract or transaction was, fair and reasonable as to the corporation at the time it was authorized, approved or ratified; or
- (b) the material facts as to the contract or transaction and as to the director's or directors' interest are fully disclosed or known to the Board or a committee, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a majority of the Board or committee, but the interested director or directors shall not be counted in determining the presence of a quorum and shall not vote.

For the purpose of this Section:

- (a) a director does not have a material financial interest in a resolution fixing the compensation of the director or fixing the compensation of another director as a director, officer, employee or agent of the corporation, even though the first director is also receiving compensation from the corporation; and

- (b) a “member of the family” of the director includes the spouse, parents, children and spouses of children, brothers and sisters or spouses of brothers and sisters of the director, or any combination of them.

ARTICLE VI

FINANCE

Section 6.1. Receipts. Any dues, contributions, grants, bequests or gifts made to the corporation shall be accepted or collected only as authorized by the Board of Directors.

Section 6.2. Deposits. All funds of the corporation shall be deposited to the credit of the corporation under such conditions and in such banks as shall be designated by the Board of Directors.

Section 6.3. Contract; Orders for Payment. All contracts, checks and orders for the payment, receipt or deposit of money, and access to securities of the corporation shall be as provided by the Board of Directors.

Section 6.4. Title to Property. Title to all property shall be held in the name of the corporation.

Section 6.5. Annual Budget. The annual budget of estimated income, income expense and capital expense shall be approved by the Board of Directors.

Section 6.6. Summary Financial Report. A summary report of the financial operation of the corporation shall be made by the Treasurer at least annually to the Board of Directors.

ARTICLE VII

INDEMNIFICATION

To the full extent permitted by the Minnesota Nonprofit Corporation Act, as amended from time to time, or by other applicable provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever and by whomsoever brought (including any such proceeding, by or in the right of the corporation), whether civil, criminal, administrative or investigative, by reason of the

fact that he or she is or was a Member, director or officer of the corporation, or he or she is or was serving at the specific request of the Board of Directors of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonable incurred by such person in connection with such action, suit or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this Article 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 provision of the Bylaws.

ARTICLE VIII

AMENDMENT OF BYLAWS

The Board of Directors may from time to time by the affirmative vote of a majority of its members present at a meeting, adopt, amend or repeal any of the Bylaws of this corporation subject to the power of the Members exercisable in the manner provided by law, to adopt, amend or repeal Bylaws adopted, amended or repealed by the Board of Directors; except that after the adoption of the initial Bylaws, the Board of Directors shall 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 in office, but the Board of Directors may adopt or amend a Bylaw to increase the number of directors. Written notice of the meeting and of the proposed amendment shall be given to each director not less than five (5) nor more than thirty (30) days

before any meeting of the Board of Directors at which an amendment of the Bylaws is to be adopted.

One or more members may propose to adopt, amend or repeal any of the Bylaws of this corporation, subject to the provisions of law, provided that said proposal is delivered in written form to the principal office of the corporation at least forty five (45) days in advance of the date on which the action will be considered.

Written notice of the meeting and a complete written copy of any proposal to modify the Bylaws shall be given to each member not less than thirty (30) nor more than ninety (90) days before any membership meeting at which a change in the Bylaws is to be considered.

END OF BYLAWS.

RESOLUTION FOR ADOPTION BY THE BOARD OF DIRECTORS OF
MINNESOTA ENVIRONMENTAL PARTNERSHIP

December 18, 2002

RESOLVED, That an Executive Committee of the Board of Directors be, and hereby is, created, to act on behalf of, and with all of the authority of, the Board of Directors between meetings of the Board; and

FURTHER RESOLVED, That the Executive Committee shall be composed of four members, including the Chair of the Board, the Vice-Chair of the Board, and two other members who shall be named by the Board of Directors; and

FURTHER RESOLVED, That the term of office of the members of the Executive Committee, and other matters relating to this committee, shall be governed by Section 3.12 of the Bylaws of the corporation.

