

BY-LAWS
OF
SENSIBLE LAND USE COALITION

DECEMBER, 2014

TABLE OF CONTENTS OF BY-LAWS OF SENSIBLE LAND USE COALITION

		<u>PAGE</u>
SECTION 1.	NAME AND OFFICES.	
1.1)	Name	1
1.2)	Office	1
SECTION 2.	MEMBERS.	
2.1)	Eligibility for Membership	1
2.2)	Resignations	1
2.3)	Definition	1
2.4)	Powers	1
2.5)	Meetings	1
SECTION 3.	DIRECTORS.	
3.1)	Powers	2
3.2)	Election, Number and Qualification	2
3.3)	Quorum, Reports, Notice of Meetings, and Consents to Action	3
3.4)	Meetings of the Directors	3
3.5)	Tenure	3
SECTION 4.	OFFICERS.	
4.1)	Officers	4
4.2)	Election of Officers	4
4.3)	Tenure	4
4.4)	General Powers	4
4.5)	President and Vice President	4
4.6)	Treasurer	4
4.7)	Annual Operating Budget	4
4.8)	Membership Fees	4
SECTION 5.	COMMITTEES.	
5.1)	Committees	4
5.2)	Special Committees	4
5.3)	Trustees Council	5
SECTION 6.	INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES, AND AGENTS; INSURANCE.	
6.1)	Indemnification	6

SECTION 7. MISCELLANEOUS PROVISIONS.

7.1)	Fiscal Year	6
7.2)	Seal	6
7.3)	Execution of Instruments	6
7.4)	Transactions with Interested Parties	7
7.5)	Amendments by Members	7
7.6)	Amendments by Board of Directors	7

BY-LAWS OF SENSIBLE LAND USE COALITION

SECTION 1. NAME AND OFFICES

1.1) **Name.** The name of the corporation is the Sensible Land Use Coalition (herein referred to as the SLUC or the Coalition).

1.2) **Office.** The registered office of the Coalition in Minnesota, the State of its incorporation, shall be located at 5480 Teal Circle, Excelsior, Minnesota 55331. The Coalition may also have offices at such other places as the Board of Directors may from time to time designate. Such office may be changed from time to time by the Board of Directors, which change shall not constitute nor necessitate any amendment of these By-Laws.

SECTION 2. MEMBERS

2.1) **Eligibility for Membership.** Membership is open to individuals who work in the area of land use planning, development, and regulation in both the public and private sectors. Other individuals who are eligible include, but are not limited to, property owners, consultants, attorneys, and government employees. The eligibility for membership is open to all individuals who can contribute to the goals of the SLUC and promote the exchange of information and discussion. Any individual who subscribes to the general purposes of the Coalition, applies for membership in the Coalition, and pays the membership fee and the assessed dues in effect at the time of joining, shall be eligible to become a Member of the Coalition.

2.2) **Resignations.** Each Member shall have the right to resign from the Coalition at any time. All resignations shall become effective upon written notification to the President or Executive Director, provided, that the annual dues of and assessments paid or payable by a Member whose resignation becomes effective other than at the end of a fiscal year shall not be prorated.

2.3) **Definition.** The term "Member" shall include individuals and member businesses. In the case of business Members which are not sole proprietorships, member includes the person designated to represent the business.

2.4) **Powers.** Members shall have the following powers:

- (a) To elect the Board of Directors as provided in these By-Laws.
- (b) To exercise all other powers reserved to the Members by these By-Laws or generally exercisable by Members of a non-profit corporation under the laws of the State of Minnesota.

2.5) **Meetings.**

01) **Annual Meeting.** An annual meeting of the Members may be called by the Board of Directors. The purpose of the meeting shall be to transact such other business that may be required or appropriate.

02) Regular Meetings. Regular meetings of the Members may be called at any time by the President or Board of Directors.

03) Special Meetings. Special meetings of Members may be called by either the President or the Board of Directors, and shall be called by the Executive Director or, in the case of the death, absence, incapacity, or refusal of the Executive Director, by any other officer, upon written application of ten percent (10%) or more of the Members. Such call shall state the place, date, hour, and purpose(s) of the meeting.

04) Place of Meetings. Meetings of Members shall be held at the office of the Coalition or at such other place as may be fixed by the Board of Directors or by the President and stated in the notice of the meeting.

05) Notice of Meetings. A written notice of the place, date, hour, and purpose of each meeting of Members shall be given by the Executive Director or by the person calling the meeting, at least three (3) days before the meeting or within such greater period as may be prescribed by law, to each Member, by mailing such notice, postage prepaid, addressed to such Member at that Member's address as it appears in the records of the Coalition. Notice of a meeting need not be given to any Member who executes a waiver of notice, before or after the meeting, that is filed with the records of the meeting, or to any Member who attends the meeting without protesting, at or before its commencement, the lack of notice to such Member.

06) Quorum. A majority of Members present shall constitute a quorum.

07) Action at Meeting. When a quorum is present at any meeting, the majority of votes of Members present shall be necessary and sufficient to decide any matter or take any action, except to the extent that a greater proportion is required by law, by the Articles of Incorporation, or by these By-Laws.

08) Proxies. Proxy voting is prohibited, except as is part of a mail ballot for election of the Board of Directors.

SECTION 3. **DIRECTORS**

3.1) Powers. The management of the Coalition shall be vested in the Board of Directors, which may exercise all the powers of a governing body under the laws of the State of Minnesota; provided, however, that, except as otherwise specifically provided in these By-Laws, the Board of Directors shall not exercise the powers reserved to the Members in Section 2.4 of these By-Laws.

3.2) Election, Number and Qualification. The Board of Directors shall consist of no less than twelve (12) and no more than fourteen (14) directors. The directors shall be representative of the Membership. At least three (3) directors shall be employed by or primarily work for the public sector and at least three (3) shall be employed in the private sector. Twelve (12) Board members shall be elected for a three year term, with one-third of the Board elected each year. The President, with the advice and consent of the Board of Directors, shall establish a nominating committee made up of all Board of Directors whose terms are not expiring to accept Board nominations. The Nominating Committee may nominate only the number positions up for election or any number greater than at the discretion of the Nominating Committee. The election ballot may be structured to enhance broad

Member representation on the Board. The election of Directors to expired terms shall be made by the Membership by ballot. Ballots may be distributed and cast by mail, email, or in such other manner as determined by the Board. Elections shall occur in October, with the results announced at the regular meeting in November. One ballot shall be distributed to each individual member, and five ballots to each corporate member. Formal campaigning shall be discouraged; however, normal personal contact to ask for support is acceptable. The election of Directors to expired terms shall be made by directors whose terms are not expiring if the number of candidates for membership on the board is equal to or less than the number of open positions. If a vacancy shall occur among the Directors before the expiration of a Director's term, such vacancy shall be filled for the remainder of the term by vote of the remaining members of the Board of Directors.

3.2.1) Board Appointed Directors. The Board of Directors may appoint two directors to the Board. The Board appointed directors shall each serve a term of one, two or three years as determined by the Board.

3.3) Quorum, Reports, Notice of Meetings, and Consents to Action.

01) Quorum. At any meeting of the Board of Directors, a majority of the entire number of persons then constituting the Board of Directors shall constitute a quorum. When a quorum is present at any meeting, a majority in number of the members of the Board of Directors present at the meeting shall decide any question brought before such meeting, except as otherwise specifically provided in these By-Laws.

02) Notice. Written notice of each meeting of the Board of Directors shall be given to each member of the Board of Directors at least three (3) days before the meeting. Notice of a meeting need not be given to any member of the Board of Directors, if a written waiver of notice, executed by the member before or after the meeting, is filed with the records of the meeting, or to any member of the Board of Directors who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to said member.

03) Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board of Directors consent to the action in writing, and the written consents are filed with the records of the meetings of the Board of Directors.

3.4) Meetings of the Directors.

01) Regular Meetings. If the Board of Directors shall establish a schedule of regular meetings, no notice of any such meeting need to be given.

02) Special Meetings. A special meeting of the Board of Directors may be called by any one of the President, Treasurer, or any two (2) Directors.

3.5) Tenure. Subject to law, to the Articles of Incorporation, and to these By-Laws, each Director shall hold office for a term of three (3) years or until a successor is duly elected and qualified. Any Director may resign by delivering a written resignation to the Coalition at its principal office or to the President. Such resignation shall be effective upon receipt, unless it is specified to be effective at some other time or upon the happening of some other event.

SECTION 4. OFFICERS

4.1) Officers. The officers of the Coalition shall consist of a President, a Vice President, and a Treasurer, and such other officers as the Board of Directors may, from time to time, determine.

4.2) Election of Officers. All officers of the Coalition shall be elected annually by the Board of Directors.

4.3) Tenure. Subject to law, to the Articles of Incorporation, and to these By-Laws, the officers shall each hold office until their respective successors are elected and qualified. Any officer may resign his or her office by delivering a written resignation to the Coalition at its principal office, or to the President, and such resignation shall be effective upon receipt, unless it is specified to be effective at some other time or upon the happening of some other event.

4.4) General Powers. Subject to law, to the Articles of Incorporation, and to these By-Laws, each officer shall have, in addition to the duties and powers herein set forth, such duties and powers as the Board of Directors may from time to time designate.

4.5) President and Vice President. Except as otherwise provided in these By-Laws, the President shall be the chief executive officer of the Coalition and shall, subject to the direction of the Board of Directors, have general supervision and control of the Coalition's affairs. Unless otherwise provided by the Board of Directors, the President shall preside, when present, at all meetings of the Members and the Board of Directors. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall have such other duties and powers as the Board of Directors may from time to time designate.

4.6) Treasurer. The treasurer shall, subject to the direction of the Board of Directors, have general charge of the financial affairs of the Coalition and shall cause accurate books of account to be kept. The treasurer shall have custody and care of all funds, securities, and valuable documents of the Coalition except as the Board of Directors may otherwise provide. Any Assistant Treasurer shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall have such other duties and powers as the Board of Directors may from time to time designate.

4.7) Annual Operating Budget. The Board of Directors shall adopt an annual operating budget.

4.8) Membership Fees. The Board of Directors shall adopt membership fees,

SECTION 5. COMMITTEES

5.1) Committees. Committees may be established by the President or the Board of Directors. The chair of any such committee shall be appointed by the President. The President or the chair of such committee shall appoint the members of such committee. The President, unless appointed as a member of a committee, shall be an ex-officio member of all committees, but without the right to vote. The President shall serve as a member of the Nominating Committee, unless the President's term is expiring, whereby the President shall not serve as a member of the Nominating Committee.

5.2) Special Committees. Upon the request of three (3) or more Members or on the President's own initiative, the President may appoint one or more special committees to deal with particular issues relating to the purposes of the Coalition. The membership of each special committee may be limited. Each such special committee shall be appointed for an initial term of one year and may be reconstituted annually either pursuant to further request or upon approval of the Board of Directors. Each such special committee may, subject to the approval of the Board of Directors, establish its own criteria for membership and its own rules of procedure. No such special committee shall take any action either in the name of the Coalition or in the name of the committee, except upon the prior approval of the Board of Directors.

5.3) Trustees Council. Board members who have resigned from the Board of Directors after giving a significant commitment to the organization through distinguished service may be appointed by the Board of Directors to the Trustees Council to provide continued contribution to the organization.

01) Eligibility and Criteria. To be eligible for appointment to the trustee Council an individual must have served on the Board of Director for at least ten years and have a record of meritorious professional achievement and distinguished service to the organization beyond expectations.

02) Nomination and Appointment. Individuals who have resigned from the Board of Directors who have formally declared their intention to resign at the end of a year may be considered as candidates to be nominated for the Trustees Council. Each nomination must be accompanied with a written narrative explaining the nomination of that individual. Based on the materials presented, the Executive Committee will select nominees to be forwarded to the Board of Directors. The Board may appoint a nominee to the Trustees Committee.

03) Roles and Responsibilities. The Trustees Council is formed to keep valued and passionate people involved in the organization, but without the committee or responsibilities associated with a Board of Directors position. Trustees will be invited to attend monthly board meetings and the annual retreat but will be non-voting members and cannot be included to constitute a quorum of the board. Trustees will be encouraged to mentor young professionals and help to grow the organization.

SECTION 6. **INDEMNIFICATION OF OFFICERS, DIRECTORS,** **EMPLOYEES, AND AGENTS; INSURANCE**

6.1) Indemnification. The Coalition shall indemnify any 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, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Coalition) by reason of the fact that the person is or was a Director, an officer, an employee, or an agent of the Coalition, or is or was serving at the request of the Coalition as a director, officer, employee, or agent of a corporation, partnership, joint venture, trust, or other enterprise, or another association, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by that person in connection with such action, suit, or proceeding if that person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Coalition, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best

interests of the Coalition, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such conduct was unlawful.

01) The Coalition shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Coalition to procure a judgment in its favor by reason of the fact that the person is or was a Director, an officer, an employee, or an agent of the Coalition, or is or was serving at the request of the Coalition as a director, officer, employee, or agent of a corporation, partnership, joint venture, trust, or other enterprise, or another association, against expenses (including attorneys' fees) actually and reasonably incurred by that person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Coalition, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of that person's duty to the Coalition unless (and only to the extent that) the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as such court shall deem proper.

SECTION 7. **MISCELLANEOUS PROVISIONS**

7.1) Fiscal Year. Subject to change by the Board of Directors, the fiscal year of the Coalition shall be the calendar year.

7.2) Seal. The Board of Directors may from time to time adopt, alter, or abandon a corporate seal for the Coalition.

7.3) Execution of Instruments. All deeds, leases, transfers, contracts, bonds, notes, drafts, and other obligations made, accepted, or endorses by the Coalition, other than checks, shall be first approved by the Board of Directors and then shall be signed by the President or by such other person or persons as the Board of Directors shall determine. Checks shall be signed by the President, the Vice President, or Treasurer, except as otherwise determined from time to time by the Board of Directors.

7.4) Transactions with Interested Parties. In the absence of fraud, no contract or other transaction between the Coalition and one or more of its Directors or officers, or between the Coalition and any other corporation, firm, association, or other entity in which one or more of the Coalition's Directors or officers are directors or officers, or are financially interested, shall be affected or invalidated; provided, that such common directorship, ownership, or financial interest, if material, is disclosed or known to each of the members of the Board of Directors voting or concurring on the matter of the approval of such contract or transaction. Common or interested Directors may be counted in determining the presence of a quorum at such meeting, and such common or interested Directors may vote on the matter of the approval of such contract or transaction; provided, that any such vote shall require the affirmative vote of a majority of the members of the Board of Directors who have no interest in such contract or transaction, and are present at a meeting of the Board of Directors at which a quorum is present, even through the disinterested Directors be less than a quorum or by all disinterested Directors in the event such contract or transaction is to be approved by written consent to action under Section 3.3(04).

7.5) Amendments by Members. These By-Laws may be adopted-, amended, or repealed at any meeting of the Membership by the affirmative vote of a majority of the Members present at a meeting of the Members at which a quorum is present; provided that:

- (a) Notice of the proposed adoption, amendment, or repeal or the substance thereof be contained in the notice of such meeting; and
- (b) Such proposed adoption, amendment, or repeal shall have been considered and approved by a majority of the members of the Board of Directors present at the meeting of Board of Directors at which such proposed adoption, amendment, or repeal is to be considered; and
- (c) At least seven (7) days prior to the meeting of the Board of Directors at which such adoption, amendment, or repeal is to be considered written notice thereof shall have been given to each member of the Board of Directors.

7.6) Amendments by Board of Directors. these By-Laws may be adopted, amended, or repealed by the Board of Directors in accordance with Minnesota Statutes Section 317A.181, Subd. 2subject to the power of the membership to adopt, amend or repeal by-laws adopted, amended or repealed by the Board.

THE UNDERSIGNED, the President of the Sensible Land Use Coalition, hereby certifies that the foregoing By-Laws were adopted as the complete By-Laws of the Coalition by action of the Board of Directors.

President, Sensible Land Use Coalition