

RESTATED

BYLAWS

of the

**Minnesota Governmental Relations Council
(a non-profit corporation)**

as amended effective March 17, 2022

ARTICLE 1.

NAME

The name of this corporation shall be the Minnesota Governmental Relations Council.

ARTICLE II.

PURPOSE

The purpose of the corporation shall be to preserve the Constitutional rights of legislative petition and free speech; to enhance the profession of legislative representation; to research, acquire, possess and disseminate information to members and such other persons as its Board of Directors may direct; to provide a forum to receive and consider specific matters involving members when such involve the ethics or public responsibility of members; and, to do such other things as in the opinion of its members may be necessary, advisable or desirable to accomplish the purposes set forth.

The corporation shall not become affiliated, nor associate in common purpose or program, with any political party, political action group, business association, labor union or any other group. The corporation shall not lobby for or against any legislation and shall not promote or oppose any proposal before the Legislature of the State of Minnesota or any department thereof, except legislation or a proposal that would directly affect the practice of legislative representation.

ARTICLE III.

MEMBERSHIP

Section 1. Qualifications. Any person eligible for membership in the corporation in accordance with these bylaws may become a member by making application in such form as may be prescribed by the Board of Directors.

Section 2. Members. Lobbyists and Government Relations Professionals whose activities involve contact with the State Legislature and/or State agencies on a regular basis shall be eligible to be voting members of the corporation.

Section 3. Eligibility. Eligibility for membership shall be made by the Board of Directors.

Section 4. Initiation Fees and Dues. The Board of Directors shall establish a schedule of initiation fees and annual dues as it deems just and appropriate. All membership dues shall be paid in advance and shall continue the membership for the period from the date of acceptance of membership or renewal of membership through the close of the calendar year. The Board of Directors, however, may provide for proration of dues should the acceptance of membership or renewal of membership occur subsequent to the date established for the payment of annual dues.

Section 5. Termination of Membership. Membership may be terminated at any time by a member's failure to pay annual dues; by a written notice to the Secretary of the corporation from the member requesting that membership be terminated; or by the Board of Directors, after reasonable notice and hearing, whenever in its judgment the interests of the corporation are best served by such an action.

ARTICLE IV.

MEETINGS

Section 1. Time and Place of Meetings. Meetings of the membership shall be held at such times and places as may be determined by the Board of Directors, but in no event less than once a year.

Section 2. Notice of Meetings. Notice of any annual or special meeting of the voting members shall state the time, date, place or electronic format, and purpose of the meeting, and shall be delivered not more than sixty (60) and not less than ten (10) days prior to the date of such meeting, unless otherwise required by applicable law.

Section 3. Voting. Each voting member of the corporation may cast one (1) vote on questions properly before the meeting. All questions shall be decided by a majority vote.

Section 4. Proxies. The casting of votes by proxy shall be permitted so long as all proxy votes are in writing or via email to another voting member and filed with the Secretary prior to the vote and in a form and manner prescribed by the Board of Directors.

Section 5. Quorum. Ten percent (10%) of the members of the corporation in good standing, present in person, by proxy, or by electronic means, shall constitute a quorum for the transaction of business at any meeting.

Section 6. Annual Meeting. The annual meeting of the corporation shall be held in the fourth quarter in each year at such time and place within the State of Minnesota as determined by the Board of Directors. The order of business shall include election of the Board of Directors.

ARTICLE V.

BOARD OF DIRECTORS

Section 1. General Powers. All the business and affairs of the corporation shall be managed by the Board of Directors. The Board of Directors shall exercise all corporate powers and conduct, manage and control the affairs and properties of the corporation. As necessary and advisable, the Board of Directors may delegate its powers to the Executive Committee between meetings of the Board.

Section 2. Number, Selection. The number of Directors shall be fifteen (15) plus, if required by this paragraph, the Immediate Past President. Directors may not serve for more than two consecutive three-year terms with the exception of a member who serves as a Director and Immediate Past President for an additional year in the event that they served as President in the final year of their last term as a Director. The Board may have up to two (2) members who are non-lobbyist members of the corporation. The Board may make adjustments to the timing of re-elections and terms when necessary to recalibrate elections to align with the schedule laid out in this paragraph.

Section 3. Meetings. Regular meetings of the Board of Directors shall be held at such times and places and upon such notice as are fixed from time to time by resolution of the Board of Directors. Special meetings may be held at any time upon call of the President or any ten (10) members of the Board, upon two days' notice to each Director, which notice shall set forth the time, place or electronic format, and purpose of the meeting

Section 4. Quorum. Eight (8) members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 5. Rules of Order. Meetings shall be conducted in accordance with Robert's Rules of Order Revised when not in conflict with these bylaws unless other procedures are adopted by the Board of Directors.

Section 6. Vacancies. If the position of any Director becomes vacant for any reason, the remaining Directors may elect a successor who shall hold office for the remainder of the term and is then eligible to be elected to no more than one additional three-year terms. When a vacancy on the Board of Directors occurs, notice to members shall include language that stipulates the length of time the new Director may be eligible to serve.

Section 7. Removal. Any Director, after reasonable notice and hearing, may be removed by a 2/3 vote of the same whenever in its judgment the best interests of the corporation are best served by such an action.

Section 8. Compensation. The members of the Board of Directors shall serve without compensation.

Section 9. Indemnification of Directors and Officers. Each Director and officer of the Corporation, whether or not then in office, shall be indemnified by the corporation against reasonable costs and expenses (including attorney fees) incurred by the Director or officer in connection with any action, suit or proceeding to which that person may be a party by reason of having been a Director or officer of the corporation. Indemnification does not apply where that person is adjudged or entered consent in such action, suit or proceedings to have been derelict in the performance of his or her duties as a Director or officer. Additionally, this right of indemnification shall not be exclusive of other rights to which the director or officer is entitled as a matter of law.

ARTICLE VI.

OFFICERS

Section 1. Officers. The officers of the corporation shall be a President, Vice-President, Secretary Treasurer, and Immediate Past President. Officers must be members of the Board of Directors.

Section 2. Election and Term of Office. The officers of the corporation shall be elected by the Board of Directors each year and shall serve for a term of one year. Terms of elected officers begin on June 1 of the current year. Officers may be reelected, except the President, Vice-President, and Immediate Past President.

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired term.

Section 4. Removal. Any officer elected or appointed by the Board of Directors, after reasonable notice and hearing, may be removed by a 2/3 vote of the same whenever in its judgment the best interests of the corporation are best served by such an action.

Section 5. President. The President shall be the principal executive officer of the corporation and shall preside at all meetings of the members and Board of Directors and, in general, oversee all the business and affairs of the corporation, under the direction of the Board of Directors. The President, together with the Secretary, shall execute all contracts and shall have such other powers, and perform such other duties as the Board of Directors may prescribe. The President, upon completion of their term, shall serve as Immediate Past President.

Section 6. Vice President. (a) The Vice President shall be the assistant principal executive officer of the corporation and shall carry out the prescribed and assigned duties of the President when that officer is not

present, or when delegated to do so. In the event the office of President is vacated, for whatever reason, the Vice President shall assume the duties of President until that office is filled through appointment or election by the Board of Directors. In general, the Vice President shall perform all duties incident to the office of a Vice President and such other duties as may be prescribed by the President or Board of Directors. The Vice-President, upon completion of their term, shall serve as President.

(b) Prior to the completion of their terms, the President, Vice-President, and Immediate Past President shall confer to nominate an existing Director to serve as Vice-President for the following term. The President must communicate this nomination to the Nominating Committee so it may be reported to the full membership in compliance with Section 4 of Article IV of these by-laws. Nothing in this section shall exempt the Director nominated to the office of Vice-President from Section 2 of this Article.

Section 7. Secretary. The Secretary shall be responsible for the minutes of the meetings of the membership and of the Board of Directors and shall be responsible for the care of the corporate records and shall act as cosignator as per Section 5 of this article. In general, the Secretary shall perform all duties incident to the office of a Secretary and such other duties as may be prescribed by the President or Board of Directors.

Section 8. Treasurer. The Treasurer shall be responsible for all funds and securities, and audits and financial records of the corporation. In general, the Treasurer shall perform all duties incident to the office of a Treasurer and such other duties as may be prescribed by the President or Board of Directors.

Section 9. Immediate Past President. The Immediate Past President shall serve as the Chair of the Ethics Committee and the Nominating Committee. In general, the Immediate Past President shall perform other duties as may be prescribed by the President or Board of Directors.

ARTICLE VII.

COMMITTEES

Section 1. Standing Committees. The Executive Committee and Ethics Committee shall be the standing committees of the corporation.

Section 2. Executive Committee. The Executive Committee shall have and exercise all the powers delegated to it by the Board of Directors in the management and direction of the corporation between Board meetings. The Executive Committee shall be composed of the four corporate officers plus the immediate Past President, or if the Immediate Past President is unable to serve, one at large member selected by the Board of Directors, who must also be a member of the Board. A quorum shall be a simple majority of the Committee's voting membership.

Section 3. Ethics Committee. The Ethics Committee shall consist of six (6) persons appointed by the Board of Directors for separate terms of three (3) years. If a vacancy occurs for any reason, the Board of Directors must appoint a successor for the remainder of the term. Such persons must be members of the corporation. The immediate Past President shall serve as chairperson of the Ethics Committee. The Ethics Committee shall include both Directors and members of the corporation. The Immediate Past President shall serve as committee chairperson. It shall be the duty of the committee to serve as a forum for reviewing specific complaints against individual members of the corporation; and, in general, to develop policies and guidelines, including the process to review specific complaints, for Board approval which will raise the standards of ethical responsibility and increase the public acceptance of the profession of lobbying.

Section 4. Nominating Committee. (a) At least 60 days prior to each Annual Meeting, the President with approval of the Executive Committee, shall appoint five persons from the Board and membership to serve as a Nominating Committee. The Immediate Past President shall serve as chairperson of the Nominating Committee. The Committee shall nominate members for the Board, under provisions of Article V, Section 2, subject to election by the membership at the annual meeting. Nothing in these Bylaws shall preclude any

member from being nominated from the floor at the annual meeting. The Nominating Committee shall report its recommendations to the full membership by mail or electronic means at least 10 days prior to the date set for the annual meeting.

(b) The Committee shall also nominate the officers of the corporation as described in Article VI, Section 2. The nominations for President and Vice-President are subject to Section 6 of Article VI of these bylaws. The nomination for Immediate Past President is subject to Section 5 of Article VI of these bylaws.

Section 5. Special Committees. Special committees may be created by the President or the Board of Directors, as may be necessary, to carry out the affairs of the corporation. All such committees shall be appointed by the President with the approval of the Board of Directors and must submit a report of activity to the Board of Directors at least once every three months. Special committees are disbanded through failing to report to the Board of Directors for a period of at least two years or through affirmative action by the Board of Directors.

ARTICLE VIII.

CONTRACTS, CHECKS, DEPOSITS, FUNDS AND RECORDS

Section 1. Deposits. The Board of Directors shall select banks, trust companies or other depositories in which all funds of the corporation not otherwise employed shall from time to time be deposited to the credit of the corporation. All funds shall be deposited in a timely fashion.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by two (2) persons authorized by the Board of Directors.

Section 3. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for general purpose or for any special purpose of the corporation.

Section 4. Fiscal Year. The fiscal year of the corporation shall commence on January 1 of each year and shall terminate on December 31 of the same year or shall be subject to such changes as the Board of Directors shall from time to time determine.

Section 5. Books and Records. The corporation shall keep accurate and complete books and records of account, and shall also keep minutes of the proceedings of its membership and Board of Directors, and shall keep at its registered or principal office a record providing the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member or other authorized agent or agents for any proper reason and at any reasonable time.

Section 6. Signing Legal Documents. All evidence of indebtedness and other legal documents, including contracts, conveyances, mortgages, etc., shall be signed by the President or Secretary or by such other officer or officers as may be designated by resolution of the Board of Directors.

ARTICLE IX.

MISCELLANEOUS

Section 1. Employees. The corporation may employ such persons as the Board of Director may from time to time deem necessary. The salary or fees of such persons shall be paid by the corporation out of corporation funds upon affirmative vote of the Board of Directors.

Section 2. Obligation of Members. Any members' obligation to the corporation or to its creditors shall be limited to any sums due or owing the corporation by such member.

Section 3. Notice. Whenever, under the provisions of these Bylaws, notice is required to be given to any member, Director or officer, it shall not be construed to require personal notice, but such shall be given in writing, by mail or electronic means, addressed to such member, Director or officer, at the last address or electronic means appearing on the books and records of the corporation in default of other address, by addressing the same to such member, Director or officer, at the last known address or electronic means, and such notice shall be deemed to have been given at the time when it was mailed or sent via electronic means.

Section 4. Dissolution. The interest of each member in the funds, investments and other assets of the corporation, the membership of which shall terminate for any reason except through dissolution of the corporation, shall immediately cease and any such member shall have no interest or right therein. Upon dissolution of this corporation all assets of the corporation in excess of those necessary to pay proper and legal debts shall be distributed to non-profit organizations that are recognized as non-profit organizations under the laws of the government of the United States and the State of Minnesota. The recipient organizations shall be determined by a majority of votes of the Board of Directors.

ARTICLE X.

AMENDMENTS

The Board of Directors shall have the power to amend, alter or repeal these Bylaws and to adopt new Bylaws, from time to time by an affirmative vote of the majority of the whole Board as then constituted, provided that notice of the proposal to make, alter, amend or repeal the Bylaws was included in the notice of the meeting at which such action takes place. Further, notice of said amendment(s) shall be included in the next notice of meeting to members or other communication as prescribed by the Board.

ARTICLE XI.

CODE OF ETHICS

All members of the Minnesota Governmental Relations Council (MGRC) agree to abide by certain ethical standards of conduct. Adherence to these standards is not only required for membership in the Council but serves to assure public confidence in the integrity and services of members of the Council. If a member does not meet these standards of conduct, their membership shall be terminated under Article III, Section 5. These standards include the following obligations.

1. Members should, at all times, comply with and uphold all laws and regulations governing their professional activities as advocates in the governmental process;
2. Members should make reasonable efforts to promote public understanding of the governmental process and the proper role of advocacy within that process;
3. Everyone involved in the governmental process should be treated with full respect and dignity;
4. Members are expected to avoid known or anticipated conflicts of interest and to resolve any conflict that does arise as expeditiously as possible;
5. Members should not knowingly make any false or misleading statements to clients or employers or other advocates, employees of the legislature or administrative staff, or anyone else involved in the governmental process;
6. Members should make reasonable efforts to become and stay as informed as possible on the issues and process involved in being an advocate; and
7. Members should represent their clients or employers competently and only use legal and ethical means to accomplish their client's objectives.