

RESTATED

BYLAWS

of the

**Minnesota Governmental Relations Council
(a non-profit corporation)
as amended effective October 19, 2017**

ARTICLE I.

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 from time to time 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 failing to pay annual dues owing; by a written notice to the Secretary of the corporation from the member requesting that membership be terminated; or a membership may be terminated 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. Written notice of the time and place of meetings of the membership shall be given to each member at least ten (10) days in advance of such meeting. These notices shall be sent electronically or mailed to each member's address as is filed with the Secretary of the corporation. The notice shall state the business to be conducted at the meeting. The meeting will be restricted to matters stated in the notice unless two-thirds (2/3) of those present and voting decide otherwise.

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. There shall be no cumulative voting.

Section 4. Proxies. The casting of votes by proxy shall be permitted so long as all proxy votes are in writing 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 or by proxy, 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 December 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 Board members shall be fifteen (15) plus the immediate Past President. The Board of Directors shall be elected from the membership at the annual meeting and shall serve three-year staggered terms with the first such Board elected in that manner having one-third of its members serve for three years, one-third serve for two years and one-third for one year. Thereafter, one-third of the membership shall be elected at each annual meeting for terms of three years. Board members may not serve for more than two consecutive three-year terms. 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 five (5) members of the Board, upon two days' notice to each Director, which notice shall set forth the time, place and purpose of the meeting

Section 4. Quorum. Five (5) members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 5. Vacancies. If the office of any Director becomes vacant for any reason, the remaining Directors shall elect a successor who shall hold office for the remainder of the term of the calendar year and is then eligible to be elected to no more than two consecutive three-year terms.

Section 6. Removal. Any member of 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 7. Compensation. The members of the Board of Directors shall serve without compensation.

Section 8. 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 and Treasurer. 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 in January of each year and shall serve for a term of one year. Officers may be reelected.

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 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 from time to time prescribe.

Section 6. Vice President. 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 from time to time.

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 from time to time.

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 from time to time.

ARTICLE VII.

COMMITTEES

Section 1. Standing Committees. The Executive Committee, Nominating 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 in the event that 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. Nominating Committee. At least 60 days prior to each Annual Meeting, the President with approval of the Executive Committee, shall appoint five persons from the membership to serve as a Nominating Committee. One person shall be designated to serve as chairperson of that 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. The Committee shall also nominate the officers of the corporation, under provisions of Article VI, Section 2, subject to election by the Board of Directors. 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 at least 30 days prior to the date set for the annual meeting.

Section 4. Ethics Committee. The Ethics Committee shall consist of six (6) persons appointed by the Board of Directors for terms established by the Board of Directors. Such persons need not be members of the corporation. The committee shall designate one person to 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 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.

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 and 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 certified mail, addressed to such member, Director or officer, at the last address 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, and such notice shall be deemed to have been given at the time when it was mailed.

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

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.