



BY-LAWS

Table of Contents

Article I. Business Information

Article II. Membership

Article III. Meeting of the Members

Article IV. Board of Directors

Article V. Nomination and Election of Directors

Article VI. Executive Committee Members

Article VII. Committees

Article VIII. General Provisions²

Article IX. Miscellaneous

Article X. Distribution and Liquidation

Article XI. Code of Ethics

Revision Summary

Attachments

Exhibits

**BY-LAWS
OF
ARROWHEAD BUILDERS' ASSOCIATION**

ARTICLE I. BUSINESS INFORMATION

SECTION 1. Name

The name of this association shall be Arrowhead Builders Association.

SECTION 2. Location

The principal offices of the Association shall be located within the jurisdictional boundaries of the Association.

Territorial Jurisdiction

The Association shall operate for the benefit of home builders and persons, firms or corporations engaged in allied trades, industries and professions in the Counties of Minnesota including Aitkin, Carlton, Cook, Lake, St. Louis and in the County of Douglas in the state of Wisconsin, so described in charter granted by the National Association of Home Builders within District Area 9 USA.

SECTION 3. Mission and Vision Statements

The mission of the Arrowhead Builders Association:

Supporting the building industry through Education & Advocacy.

The Vision Statement of the Arrowhead Builders Association:

To be the region's primary construction trades resource by setting the standard for integrity, value and trust.

SECTION 4. Business Status

The Arrowhead Builders Association shall be a 501 c (6)* organization as defined by the Internal Revenue Service. *Attachment #1

SECTION 5: Affiliation

The Association is and shall be an affiliated Association of the National Association of Home Builders (NAHB) and the Builders Association of Minnesota (BAM).

ARTICLE II. MEMBERSHIP

SECTION 1. Membership Classes

Members in the Association shall consist of two classes: Builder Members, & Associate Members.

SECTION 2. Definition of Classes

Builder Members: Any individual person, firm or business entity who is or has been in or will be engaged in, or employed by a firm or corporation engaged in the business of building or rebuilding homes, apartments, schools, commercial, industrial or other structures normally related and appurtenant to a community, or in land development, who subscribes to the Code of this association and is a registered licensed contractor.

Associate Members: Any individual person, individual independent agent, firm or business entity who is or has been engaged in or employed by a firm or corporation engaged in a trade, industry or profession as a supplier, or provider of services to the building industry, and not inconsistent with the objectives of this Association, who subscribes to the Code of this Association.

SECTION 3. Procedure For Becoming a Member

Every applicant for membership shall submit to the Association an "Application for Membership" on a form to be furnished by the Association. Each application shall be forwarded to the membership committee by the Executive Officer / Administrative Assistant, where it will be reviewed by doing an "interview" background, legal, and social media check. The membership committee will then forward their recommendation to the Board of Directors. Thereupon, the Board of Directors shall consider the application and determine by a majority vote of those present at the meeting at which a quorum is present whether such application shall be accepted. The power to elect applicants to membership, including the power to reject applicants, shall be vested solely in the Board of Directors.

By acceptance of membership application, applicants are simultaneously members of the National Association of Home Builders (NAHB) and applicable state associations, such as the Builders Association of Minnesota (BAM).

Submission of Membership Application must be accompanied by the following:

1. Arrowhead Builders Association Membership Application
2. NAHB Reporting Codes
3. Proof of Business (i.e. Secretary of State Business in Good Standing Certificate)
4. Federal Tax ID Number
5. If applying as a "Builder Member", proof of Builder License
6. Business Logo

SECTION 4. Suspension, Termination, Reinstatement

In the event that dues to the Association are not paid in full within two months after they become due and payable, at the discretion of the Board of Directors, the membership will terminate.

For any act or deed by a member which is in violation of, or in conflict with, any city, state or federal law, the Code of Ethics or By-Laws of this Association, at the discretion of the Board of Directors, may be expelled from membership, after a hearing held pursuant to Minnesota Statute 317A.411* at which the member has been accorded an opportunity to appear and be heard in person or by council, by a majority vote of those Board members present at which a quorum is present.

*Attachment #2

Should any expelled member (except for non-payment of dues) apply for reinstatement to membership, reinstatement may be granted by a majority vote of the Board of Directors. The Board has the authority to impose membership conditions prior to any reinstatement. Upon the death of a member his or her membership may be transferred to any other person, firm or Association who succeeds or takes over the deceased's business and who is eligible for membership in the Association, for the balance of the year for which such deceased member's dues have been paid, subject, however, to approval of such transfer in the same manner as is provided for election to membership of applicants by the Board of Director's.

ARTICLE III. MEETING OF THE MEMBERS

SECTION 1. Annual Meeting

The association shall hold an annual meeting. Directors shall be elected annually by the members at a meeting or by written ballot. Directors shall be elected on the third Thursday of November of each year at such time and place as the Board of Directors may determine. The meeting shall be held in the vicinity of Duluth, Minnesota. A notice of the meeting shall be sent by mail to each member of the Association at the address of each such member last listed in the principal office of the Association, at least 10 days prior to the date of such meeting.

SECTION 2. Regular Meeting

Regular monthly meetings of the members of the Association shall be held at time and places determined by the Board of Directors.

SECTION 3. Demand by Members

If an annual meeting of the Members has not been held during the preceding 15 months, at least fifteen (15) Members with voting rights or ten percent (10%) of the Members with voting rights, whichever is less, may demand a regular meeting of the Members by written notice of demand given to the President or Secretary of the Association. Within thirty (30) days after

receipt of the demand, the Board shall cause a regular meeting of the Members to be called and held on notice no later than ninety (90) days after receipt of demand at the expense of the Association. If the Board fails to cause a meeting to be called and held as required by this paragraph, the Members making the demand may call the meeting by giving notice as required by Minnesota Statute 317A.435. *Attachment #3

SECTION 4. Special Meeting

Special meetings of the members of the Association may be called by the Board or by fifteen (15) members or ten percent (10%) of the members, whichever is less, delivered to the President or the Secretary, a written demand describing the purpose for which the meeting is to be held. Notice shall be in accordance with Minnesota Statute 317A.433. *Attachment #4

SECTION 5. Quorum

At the meetings of the full membership, all members present and in good standing shall be entitled to one (1) vote. Each membership is entitled to only one (1) vote regardless of the number of representatives attending meetings from the firm. Ten percent of the membership present and in good standing shall constitute a quorum.

SECTION 6. Members List

After fixing a record date for notice of and voting at a meeting, the Association shall prepare an alphabetical list of the names of its members who are entitled to vote. The list must show the address and number of votes each member is entitled to vote at the meeting. Each member is entitled to one (1) vote regardless of the number of representatives attending the meeting from a firm. The list of members shall be available for inspection by a member beginning two business days after the meeting notice is given and continuing through the meeting at the Association's registered office. The list also must be available at the meeting.

SECTION 7. Presiding Over a Membership Meeting

The President or an Executive Committee Member shall preside at all members meetings.

ARTICLE IV. BOARD OF DIRECTORS

SECTION 1. Terms

The Board of Directors of this Association shall consist of no less than nine members and no more than fifteen members; elected from the members in good standing, a majority of which should be Builder members. The term of office of said Directors shall be three (3) years. The terms shall be staggered so that no more than four members are up for reelection at any one time. No director shall serve more than three (3) consecutive terms, unless there is no additional interest from members to be on the Board of Directors. Board of Director terms start the day a Director is elected.

SECTION 2. Vacancy on Board of Directors

Vacancies in the Board of Directors shall be filled by a majority vote of the remaining members of the Board. Board Members with expiring terms are requested to nominate a replacement for their seat. A list of nominees will be provided, and requested of membership. The expiring board member may then elect to recruit from said list, or from list of general membership. It is their responsibility to encourage a replacement.

SECTION 3. Management of Business

The Board of Directors shall have the power to manage and control the business and property of the Association. The Executive Officer is responsible for day-to-day operations.

SECTION 4. Electing Executive Committee Members

As soon as practicable after the election meeting, the Board of Directors shall meet and elect Executive Committee Members for the year commencing on January 1. With the exception of the Executive Officer, all officers shall be members of the Board of Directors.

- The immediate past President shall serve as ex-officio member of the Board of Directors of the Association, with full voting privileges for one (1) year.

SECTION 5. Board Meetings

Meetings of the Board of Directors shall be held on a monthly basis at such place as the Board of Directors determine.

The President may conduct meetings of the Board of Directors by electronic means. Electronic means includes telephone conference calls, internet-based video conference or email. Actions taken in meetings held by electronic means shall have the same effect as a meeting with the Board of Directors by physical assembly and meeting in a common location.

Business conducted according to the Section will be recorded in minutes of the next meeting and presented to the Board of Directors by the Secretary for the approval of the Board of Directors physically assembled and meeting in a common location.

When email is used to take a vote, the President must establish a deadline for responding to the request for vote and the deadline must be at least five (5) working days following transmittal of the business to the voting members of the Board of Directors. The deadline must be included in the request to vote. Any votes received after the deadline will not be counted. Response to the request for vote must be either "Yes", "No" or "I desire a discussion." If three (3) or more Board of Director Members request discussion of the topic, the special meeting will be declared adjourned by the President and the matter must be added to the agenda of the next meeting of the Board of Directors. Members casting their vote when requested by email may respond in the following manner: by email or in person at the association office. All votes

will be collected by the Executive Officer. After the deadline for vote has passed, the Executive Officer will report the results of the voting to the Secretary, who will approve the results and report them to the Board of Directors.

The section also applies to any Standing committee, Council Board of Trustees, or committee or task force properly formed by the Board of Directors.

SECTION 6. Quorum Minimum

A majority of the Board of Directors shall constitute a quorum for the transaction of all business of the Board of Directors. ****Define exactly what constitutes a quorum**** Quorum is to be 50% of the Board of Directors, which is the minimum number of people needed to hold meetings or make decisions during board meetings. OR A quorum is the minimum number of directors needed to make decisions during board meetings.

SECTION 7. Dismissal of Board of Director

Any Board of Director, who fails to attend three (3) board meetings within one (1) year, without just cause and excuse, may be removed and replaced by a two-thirds vote of the Board of Directors. The Director so absent shall be given written notice by the Secretary of the Association following the third meeting so missed, which notice shall provide that a vote on their removal shall be discussed at the next regular Board of Directors meeting; and that the Directors shall have the right to present any evidence the Director may wish to present to the Board of Directors. If the Director is removed under this section, the Board of Directors shall elect a new director at the time of the same meeting to serve the unexpired term of the director so removed.

Section 8. Membership Status

Any Director not in good standing with the association may be dismissed by a majority vote by the Board of Directors.

If any individual Director is terminated as an employee of a member, that Director may remain on the Board of Directors for up to ninety (90) days after the termination from employment. If the Director is rehired by another member firm within the ninety (90) days, that individual Director may remain on the Board of Directors.

At the end of the ninety-day period, the Board of Directors, by a majority vote may remove the individual as a director. If the Director is removed under this section, the Board of Directors shall elect a new Director at the same meeting to serve the unexpired term of the director so removed.

A new Director may be assigned by the previously represented member company to serve the term of the removed Director. If a new Director has not filled the vacant position, the seat may be filled by the Board of Directors by another member in good standing by majority vote.

ARTICLE V. NOMINATION AND ELECTION OF DIRECTORS

SECTION 1. Nominating Committee

Not less than thirty (30) days prior to the date of the meeting for the election of Directors of the Association, the President, by and with the advice and consent of the Board of Directors, shall appoint the nominating committee consisting of three members of the Board of Directors. The President shall designate a chairman of the committee. The chairman shall call the first meeting of the nominating committee. The committee shall select a slate of candidates to fill the vacancies to occur in the Board of Directors. The committee shall report in writing the names of the persons so nominated to the Board of Directors, and nominations mailed to all members of the Association at least ten (10) days prior to the election meeting.

SECTION 2. Additional Nomination Process

Additional nominations for membership on the Board of Directors may be made by the members at the election meeting provided written consent from the nominee is submitted to the President prior to the meeting.

SECTION 3. Election Process

Election of the members of the Board of Directors shall be held by secret ballot at the annual meeting in the event that more candidates for the vacancies are nominated than there are places to be filled.

ARTICLE VI. EXECUTIVE COMMITTEE MEMBERS (OFFICERS)

SECTION 1. The Executive Committee Members (Officers):

- a) Executive Officer / Administrative Assistant to the Board
The Board of Directors shall select an Executive Officer &/or an Administrative Assistant to the Board, for the Association. The Executive Officer / Administrative Assistant to the Board shall perform such duties as may be delegated by the Board of Directors.
 - a) Job descriptions for each role are kept on a separate document.
- b) President
 - a) The President shall preside at meetings of the Board of the Members.
 - b) The President shall preside at the meetings of the Executive Committee.
 - c) The President shall be entitled to attend and to have a right to vote at all meetings of standing and special committees of the Association and shall perform such other duties as may be delegated by the Board of Directors.
 - d) The President is responsible for the oversight and growth of the association.

- c) Vice President
 - a. The Vice President shall perform and discharge the duties of the office of the President in the event of the absence of the President.
 - b. The Vice President shall perform as President in the event that a vacancy occurs in the office of the President.
 - c. The Vice President shall succeed to the office of the President.
 - d. The Vice President is responsible for the operations oversight of the Association.
- d) Secretary
 - a. The Secretary shall be responsible for ensuring accurate meeting records are maintained for the Association and shall upon request, provide the President and the Board an account of the Association and shall perform such other duties prescribed by the Board or by the President.
 - i. There shall be separate meeting records for the Board of Director meetings and the Executive Committee meetings.
 - ii. Meeting minutes will be saved in the Association Secretary file folder which will be accessible only to those in the roles associated with the Board or Executive Committee.
- e) Treasurer
 - a. The Treasurer shall be responsible for insuring accurate financial records are maintained for the Association and shall upon request, provide the President and the Board an account of transactions by the Association and of the financial condition of the Association and shall perform such other duties prescribed by the Board or by the President.
 - b. The Treasurer shall work closely with the Executive Officer / Administrative Assistant to insure proper accountability of all financial records.
 - i. The Treasurer therefore shall have access to all electronic and paper financial records. These records include, but are not limited to, the bank accounts and the investment accounts.
- f) HOLD FOR FUTURE USE

SECTION 2. Executive Committee Members

The Executive Committee Members of the Association shall be elected by the Board of Directors. Vacancies may be filled or new offices filled at any meeting of the Board of Directors. Each Executive Committee Member shall hold office until their successor shall have been duly elected and shall have qualified, or until their death, or until they shall resign or shall have been removed in the manner herein provided.

SECTION 3. Terms

The Executive Committee terms of office shall be two years. No executive position shall serve more than two (2) consecutive terms.

SECTION 4. Removal, Resignation or Other, of Executive Committee Members

An Executive Committee Member may resign at any time by giving written notice to the Association. An Executive Committee Member may be removed at any time with or without cause by resolution approved by the affirmative vote of a majority of the Directors present. A vacancy in an office because of a death, resignation, removal or disqualification or other cause may, or in the case of vacancy in the office of the President Elect or Treasurer, shall be filled for the unexpired portion of the term by the Board.

SECTION 5. Role of Executive Committee Member

An Executive Committee Member shall discharge the duties of an office in good faith, in a manner the officer reasonably believes to be in the best interests of the Association, and with the care an ordinary prudent person in a like position would exercise under similar circumstances.

ARTICLE VII. COMMITTEES

SECTION 1. Committees

The committees shall be established by the Board of Directors from time to time. The President shall recommend which member of each committee shall serve as chairperson. The final choice in chairperson to be agreed upon by the committee as a whole.

1. Any and all contracts associated with a committee shall be reviewed and approved of by the corresponding chairperson and the Executive Officer / Administrative Assistant.
2. Standing committees should include
 1. Events & Sponsorship
 2. Marketing
 3. Membership
 4. Government Relations
 5. Education
 6. Finance
 7. BAM (goal of 2 seats)

SECTION 2. Ad hoc Focus Group(s), Task Force(s), and Teams

From time to time, focused groups may meet to address concerns or work on Association forms and requirements. The President does not have to designate a committee chairperson;

however, reporting to the Board of Directors for approval of actionable items must follow protocol of committee meetings.

ARTICLE VIII. GENERAL PROVISIONS

SECTION 1. State and Federal Designation

The Association shall operate as a not-for-profit Association under the laws of the State of Minnesota and is intended to operate as a Tax-exempt business pursuant to Section 501 (c) (6) of the Internal Revenue Law. No part of the net earnings of the Association shall inure to the benefit of any private shareholder, member or individual.

SECTION 2. Amendment to the By-Laws

A. The power to adopt, amend or repeal the By-Laws is vested in the Board of Directors. The power of the Board of Directors is subject to the power of the Members with voting rights under paragraph B, of this SECTION 2, to adopt, amend, or repeal By-Laws adopted, amended or repealed by the Board. The Board may not adopt, amend or repeal a By-Law fixing a quorum for meetings of Members, prescribing procedures for removing directors or filling vacancies on the Board, or fixing the number directors or their classifications, qualifications, or terms of office, but may adopt or amend a By-Law to increase the number of directors.

B. If at least 15 Members with voting rights or 10% of the Members with voting rights, whichever is less, propose a resolution for action by Members to adopt, amend or repeal By-Laws adopted, amended or repealed by the Board and the resolution sets forth the provisions proposed for adoption, amendment or repeal, the limitation and procedure for submitting, considering and adopting the resolution are the same as provided in MN Statute 317A.133*, for amendment of the articles, except that Board approval is not required. *Attachment #5

SECTION 3. Conflict of Interest

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall

- a) fully disclose the nature of the interest and
- b) withdraw from discussion, lobbying, and voting on the matter.

Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Association to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE IX. MISCELLANEOUS

SECTION 1: Fiscal Year

The fiscal year of this Association shall end on December 31.

SECTION 2. Corporate Books

All proper and necessary books of accounts and other books requisite to a full and complete record of the business transactions of the Association shall be kept in such manner as is usual in like Associations or as shall be directed by the Board of Directors.

SECTION 3. Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. Any check, draft or other orders of payment \$2,500 or over, will need secondary approval from the Treasurer or the appropriate committee chair. If neither the Treasurer nor the committee chair are available, the secondary approval will need to come from the President. Policy determines which amount may need resolution by the Board of Directors.

SECTION 4. Deposits

All funds of the Association, not otherwise employed, shall be deposited with in a timely manner, no later than five (5) business days of receiving, to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 5. Indemnification

1. Scope. In addition to any other rights to which any such person may be entitled by contract or otherwise under law, the Association shall indemnify, defend and save harmless any person, his heirs, executors and administrators, against any cost, expense (including attorney's fees and amounts paid in settlement), fine, penalty, judgment and liability reasonably incurred by or imposed upon such person in connection with any action, suit or proceeding, civil or criminal, to which such person may be made a party or with which such a person shall be threatened, by reason of such person's being or having been a Director, Officer, Employee of the Association, unless with respect to any matter such person shall have been adjudicated in any proceeding to be liable for gross negligence or willful misconduct in the performance of such person's duties as such.
2. Directors and Officers Insurance. The Association shall maintain Directors and Officers insurance in an amount as determined annually by the Board of Directors.

ARTICLE X. DISTRIBUTION AND LIQUIDATION

No part of the net earnings of the Association shall inure to the benefit of any private individual. Upon liquidation, the assets of the Association shall be distributed or donated to an

Association which has been determined to be exempt from federal income taxes by the Treasury Department under Section 501 of the Internal Revenue Code.

ARTICLE XI. CODE OF ETHICS

SECTION 1. Ethics

Members in Good Standing of the Arrowhead Builders Association abide by the following Codes of Ethics:

“We as members of the Arrowhead Builders Association believe that home ownership can and should be within reach of every American family; and American homes should be well designed, well-constructed and well-located in attractive communities, with educational, recreational, religious and shopping facilities accessible to all.

Furthermore, we agree to the following:

- Responsibility to our customer, our community and our country.
- Adherence to honest business practices.
- High standards of health, safety and sanitation built into every home.
- Uphold and protect the right to a fair return for goods and services in our relations with labor and all other segments of the industry.
- Encourage research and the development of new materials and equipment, new building techniques and improved methods of home financing.
- Informed and vigorous support for all sound legislative proposals affecting our industry and the people we serve.
- Support of the free enterprise system and the American way of life.
- Support of our members, our local, state and national associations and related industries.

SECTION 2. Enforcement

The Board of Directors shall be responsible for promoting and enforcing the Code of Ethics. There shall be no right to appeal decisions of the Board of Directors under this Article: however, those whose memberships are revoked under this Article may re-apply for membership in accordance with the procedure set forth in Article II, Section 4.

Revision Summary

**Revised by the Arrowhead Builders Association Board of Directors this
4th day of December 2025**

Prior Revision Dates:

10 December 2024 through October 5, 2025 IN DRAFT REDLINED FORMAT
10 July 2018. IN DRAFT FORMAT. (2018 Not completed)
12 Jan 2016
14 Dec 2004
20 Apr 1998
19 Mar 1996
13 Nov 1990
08 Nov 1983
02 Jun 1952

Attachments & Exhibits on following pages

Attachment #1
Section 501(c)(6)

Section 501(c)(6) of the Internal Revenue Code provides for the exemption of business leagues, chambers of commerce, real estate boards, boards of trade and professional football leagues, which are not organized for profit and no part of the net earnings of which inures to the benefit of any private shareholder or individual. An organization that otherwise qualifies for exemption under Internal Revenue Code section [501\(c\)\(6\)](#) will not be disqualified merely because it engages in some political activity. In addition, the organization may engage in lobbying that is germane to accomplishing its exempt purpose without jeopardizing its exemption. However, if the organization engages in political and/or lobbying activities, it may need to give members notice of dues used for such activities, or be subject to a [proxy tax](#) on the amount of the expenditures.

A business league is an association of persons having some common business interest, the purpose of which is to promote such common interest and not to engage in a regular business of a kind ordinarily carried on for profit. Trade associations and professional associations are business leagues. To be exempt, a business league's activities must be devoted to improving business conditions of one or more lines of business as distinguished from performing particular services for individual persons. No part of a business league's net earnings may inure to the benefit of any private shareholder or individual and it may not be organized for profit to engage in an activity ordinarily carried on for profit (even if the business is operated on a cooperative basis or produces only enough income to be self-sustaining). The term *line of business* generally refers either to an entire industry or to all components of an industry within a geographic area. It does not include a group composed of businesses that market a particular brand within an industry.

Chambers of commerce and boards of trade are organizations of the same general type as business leagues. They direct their efforts at promoting the common economic interests of all commercial enterprises in a trade or community, however.

<https://www.irs.gov/pub/irs-tege/eotopick03.pdf>

Attachment #2
Minnesota Statute 317A.411

317A.411 TERMINATION.

Subdivision 1. Fair and reasonable procedure required.

A member may not be expelled or suspended, and a membership may not be terminated or suspended except pursuant to a procedure that is fair and reasonable and is carried out in good faith. This section does not apply to the termination of a membership at the end of a fixed term.

Subd. 2. Standards.

A procedure is fair and reasonable when it is fair and reasonable taking into consideration all of the relevant facts and circumstances. In addition, a procedure is fair and reasonable if it provides:

- (1) not less than 15 days' prior written notice of the expulsion, suspension, or termination, and the reasons for it; and
- (2) an opportunity for the member to be heard, orally or in writing, not less than five days before the effective date of the expulsion, suspension, or termination by a person authorized to decide that the proposed expulsion, termination, or suspension not take place.

Subd. 3. Time limit to challenge.

A proceeding challenging an expulsion, suspension, or termination, including a proceeding in which defective notice is alleged, must be begun within one year after the effective date of the expulsion, suspension, or termination.

§

Subd. 4. Member liability.

The expulsion, suspension, or termination of a member does not relieve the member from obligations the member may have to the corporation for dues, assessments, or fees or charges for goods or services.

Attachment #3
Minnesota Statute 317A.435

317A.435 NOTICE REQUIREMENTS.

Subdivision 1. To whom given.

Notice of meetings of members must be given to every member with voting rights as of the record date determined under section [317A.437](#). If the meeting is an adjourned meeting and the date, time, and place of the meeting were announced at the time of adjournment, notice is not required unless a new record date for the adjourned meeting is or must be fixed under section [317A.437](#).

Subd. 2. When given; contents.

In all cases where a specific minimum notice period has not been fixed by law, the notice must be given at least five days before the date of the meeting, or a shorter time provided in the articles or bylaws, and not more than 60 days before the date of the meeting. The notice must contain the date, time, and place of the meeting, and other information required by this chapter. If proxies are permitted at the meeting, the notice must so inform members and state the procedure for appointing proxies.

Subd. 3. Waiver of notice; objections.

A member may waive notice of a meeting of members. A waiver of notice by a member entitled to notice is effective whether given before, at, or after the meeting, and whether given in writing, orally, or by attendance. Attendance by a member at a meeting is a waiver of notice of that meeting, unless the member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and does not participate in the consideration of the item at that meeting.

[§](#)

Subd. 4. Neighborhood organizations.

(a) A neighborhood organization must hold an annual meeting at which there must be an election of successors to directors whose terms expire at the annual meeting. Notwithstanding subdivisions 1 and 2, notice of a meeting to elect directors and any other meeting at which articles or bylaws are proposed to be amended must be given as specified by this subdivision. The articles or bylaws of a neighborhood organization may provide for electing directors by petition, if notice of the petition process is given as provided by this subdivision.

(b) At least ten but not more than 30 days before a meeting of the members of the neighborhood organization is to be held, notice of the date, time, and place of the meeting or the date and process applicable to petitions and any other information required by this chapter must be given in a manner designed to notify all members with voting rights to the extent practical.

(c) For purposes of this subdivision, "neighborhood organization" means a nonprofit corporation under this chapter that represents a defined geographic area and has been accepted by a political subdivision as the basic planning unit for the area. "Neighborhood organization" does not include a unit owners' association under chapter 515B or a planned unit development or homeowners' association that consists exclusively of property owners within a defined geographic area.

(d) A neighborhood organization may choose to be governed by this subdivision by so providing in its articles or bylaws.

Attachment #4
Minnesota Statute 317A.433

317A.433 SPECIAL MEETINGS OF MEMBERS WITH VOTING RIGHTS.

Subdivision 1. Who may call.

A corporation with members with voting rights shall hold a special meeting of members:

- (1) on call of its board or persons authorized to do so by the articles or bylaws; or
- (2) if at least 50 members with voting rights or ten percent of the members with voting rights, whichever is less, sign, date, and deliver to the president or the treasurer one or more written demands for the meeting describing the purpose for which it is to be held.

Subd. 2. Notice.

Within 30 days after receipt of a demand for a special meeting from members with voting rights, the board shall cause a special meeting to be called and held on notice no later than 90 days after receipt of the demand at the expense of the corporation. If the board fails to cause a special meeting to be called and held as required by this subdivision, a member with voting rights making the demand may call the meeting by giving notice under section [317A.435](#) at the expense of the corporation.

§

Subd. 3. Time; place.

Special meetings of members may be held in or out of this state at the place stated in or fixed in accordance with the articles, bylaws, or by the president or the board. If a special meeting is demanded by the members, the meeting must be held in the county where the corporation's registered office is located. To the extent authorized in the articles or bylaws, the board of directors may determine that a special meeting of the members shall be held solely by means of remote communication in accordance with section [317A.450, subdivision 2](#).

Subd. 4. Notice requirements; business limited.

The notice of a special meeting must contain a statement of the purposes of the meeting. The notice may also contain other information required by the articles or bylaws or considered necessary or desirable by the board or by another person calling the meeting. The business transacted at a special meeting is limited to the purposes stated within the notice of the meeting. Business transacted at a special meeting that is not included in those stated purposes is voidable by or on behalf of the corporation, unless all of the members with voting rights have waived notice of the meeting under section [317A.435](#).

317A.133 PROCEDURE FOR AMENDMENT OF ARTICLES.

Subdivision 1. Approval by incorporators or board.

A majority of incorporators may amend the articles by written action if no directors are named in the original articles, if no directors have been elected, and if there are no members with voting rights. A majority of all directors may amend the articles if there are no members with voting rights, if members with voting rights have authorized the board to amend the articles under subdivision 3, or if the amendment merely restates the existing articles, as amended. Notice of the meeting and of the proposed amendment must be given to the board. An amendment restating the existing articles may, but need not, be submitted to and approved by the members with voting rights as provided in subdivision 2.

Subd. 2. Approval by board and members with voting rights.

Amendments to the articles must be approved by the affirmative vote of a majority of all directors and by the members with voting rights. If an amendment is initiated by the directors, proper notice of the proposed amendment must precede a meeting of the members with voting rights at which the amendment will be considered and must include the substance of the proposed amendment. If an amendment is proposed and approved by the members with voting rights, those members may demand a special board meeting within 60 days for consideration of the proposed amendment if a regular board meeting would not occur within 60 days.

Subd. 3. Approval by board where members have voting rights.

(a) The members with voting rights may authorize the board of directors, subject to paragraph (c), to exercise from time to time the power of amendment of the articles without approval of the members with voting rights.

(b) When the members with voting rights have authorized the board of directors to amend the articles, the board of directors, by the affirmative vote of a majority of all directors, unless the articles, bylaws, or the members' resolution authorizing the board action require a greater vote, may amend the articles at a meeting of the board. Notice of the meeting and of the proposed amendment must be given to the board.

(c) The members with voting rights may prospectively revoke the authority of the board to exercise the power of the members to amend the articles at a meeting duly called for that purpose.

§

Subd. 4. Restriction of approval methods.

Articles or bylaws may require greater than majority approval by the board or approval by greater than a majority of a quorum of the members with voting rights for an action under this section and may limit or prohibit the use of mail ballots by members with voting rights.

Subd. 5. Approval of class.

The articles or bylaws may provide that an amendment also must be approved by the members of a class.

Exhibit A
Roberts Rules Of Order
Simplified

Guiding Principles:

- • Everyone has the right to participate in discussion if they wish, before anyone may speak a second time.
- • Everyone has the right to know what is going on at all times. Only urgent matters may interrupt a speaker.
- • Only one thing (motion) can be discussed at a time.

A **motion** is the topic under discussion (e.g., “I move that we add a coffee break to this meeting”). After being recognized by the president of the board, any member can introduce a motion when no other motion is on the table. A motion requires a second to be considered. If there is no second, the matter is not considered. Each motion must be disposed of (passed, defeated, tabled, referred to committee, or postponed indefinitely).

How to do things:

You want to bring up a new idea before the group.

After recognition by the president of the board, present your motion. A second is required for the motion to go to the floor for discussion, or consideration.

You want to change some of the wording in a motion under discussion.

After recognition by the president of the board, move to amend by

- adding words,
- striking words or
- striking and inserting words.

You like the idea of a motion being discussed, but you need to reword it beyond simple word changes.

Move to substitute your motion for the original motion. If it is seconded, discussion will continue on both motions and eventually the body will vote on which motion they prefer.

You want more study and/or investigation given to the idea being discussed.

Move to refer to a committee. Try to be specific as to the charge to the committee.

You want more time personally to study the proposal being discussed.

Move to postpone to a definite time or date.

You are tired of the current discussion.

Move to limit debate to a set period of time or to a set number of speakers. Requires a 2/3rds vote.

You have heard enough discussion.

Move to close the debate. Also referred to as calling the question. This cuts off discussion and brings the assembly to a vote on the pending question only. Requires a 2/3rds vote.

You want to postpone a motion until some later time.

Move to table the motion. The motion may be taken from the table after 1 item of business has been conducted. If the motion is not taken from the table by the end of the next meeting, it is

dead. To kill a motion at the time it is tabled requires a 2/3rds vote. A majority is required to table a motion without killing it.

You believe the discussion has drifted away from the agenda and want to bring it back.

"Call for orders of the day."

You want to take a short break.

Move to recess for a set period of time.

You want to end the meeting.

Move to adjourn.

You are unsure the president of the board announced the results of a vote correctly.

Without being recognized, call for a "division of the house." A roll call vote will then be taken.

You are confused about a procedure being used and want clarification.

Without recognition, call for "Point of Information" or "Point of Parliamentary Inquiry." The president of the board will ask you to state your question and will attempt to clarify the situation.

You have changed your mind about something that was voted on earlier in the meeting for which you were on the winning side.

Move to reconsider. If the majority agrees, the motion comes back on the floor as though the vote had not occurred.

You want to change an action voted on at an earlier meeting.

Move to rescind. If previous written notice is given, a simple majority is required. If no notice is given, a 2/3rds vote is required.

Unanimous Consent:

If a matter is considered relatively minor or opposition is not expected, a call for unanimous consent may be requested. If the request is made by others, the president of the board will repeat the request and then pause for objections. If none are heard, the motion passes.

- **You may INTERRUPT a speaker for these reasons only:**
 - o to get information about business – point of information to get information about rules– parliamentary inquiry
 - o if you can't hear, safety reasons, comfort, etc. –question of privilege
 - o if you see a breach of the rules –point of order
 - o if you disagree with the president of the board's ruling –appeal
 - o if you disagree with a call for Unanimous Consent –object

Quick Reference					
	Must Be Seconded	Open for Discussion	Can be Amended	Vote Count Required to Pass	May Be Reconsidered or Rescinded
Main Motion	√	√	√	Majority	√
Amend Motion	√	√		Majority	√
Kill a Motion	√			Majority	√
Limit Debate	√		√	2/3 ^{rds}	√
Close Discussion	√			2/3 ^{rds}	√
Recess	√		√	Majority	
Adjourn (End meeting)	√			Majority	
Refer to Committee	√	√	√	Majority	√
Postpone to a later time	√	√	√	Majority	√
Table	√			Majority	
Postpone Indefinitely	√	√	√	Majority	√