

MANKATO AREA COUNCIL FOR QUALITY, INC.

Bylaws

ARTICLE I - PURPOSE

The Mankato Area Council For Quality, Inc., shall be dedicated to the improvement of quality in business, industry, education and government as a means of improving their customers' satisfaction, growth, competitiveness, and profitability in a global economy.

The Council will provide current information to business, labor, education, government, and the general public on the important of quality management and the techniques for improving quality, productivity and service.

ARTICLE II – MEMBERSHIP OF THE QUALITY COUNCIL AND CORPORATION

- Section 1. The membership of the Council shall consist of such persons and organizations as are interested in the welfare and objectives of the Council and are approved for membership by the Board of Directors upon recommendation by the Membership Committee.
- Section 2. Membership Approval. Approval for membership shall require a simple majority vote of the Board of Directors at any meeting where a quorum is present, and the payment of the appropriate dues for the class of membership applied for.
- Section 3. Membership Classification. The Council shall consist of four (4) classes of members; Individual, Corporate, Life, and Honorary Life Members. Each member in good standing shall be entitled to one vote.
- Section 4. Dues. All dues shall be paid one (1) year in advance and any member six (6) months in arrears shall be dropped from the membership role of the Council. The dues for each class of membership shall be:
- a) Individual: Each shall pay annual dues of twenty dollars (\$20) dollars per year.
 - b) Corporate: An organization, regardless of size, shall pay annual dues of one hundred dollars (\$100) per year.
 - c) Life: A natural person or organization who shall pay in advance the sum of five thousand dollars (\$5,000) shall receive all the privileges of active membership for life.
 - d) Honorary Life: These shall be elected to the Council by a two-third outstanding (2/3) vote of the Board of Directors because of outstanding contributions (other than money) to the affairs of the Council.

ARTICLE III – MEETINGS OF THE CORPORATION

- Section 1. Annual Meeting of the Corporation. The Corporation's Annual Meeting shall be held upon notice in the month of September of each year at which time the members shall elect members of the Board of Directors and transact such other business as may properly be brought before the meeting.
- Section 2. Special Meetings of the Corporation. Special meetings of the Corporate Members, for any purpose, may be called by the President or by the Board of Directors upon the call of any two members of the Council. The notice of the meeting shall fix time, place and reason for the meeting, or the business to be considered.
- Section 3. Quorum of Corporate Meetings. At all meetings of the Corporate Members, a quorum for the transaction of business shall consist of at least one third (1/3) of the Corporate members entitled to vote, present in person.
- Section 4. Location. Meetings of the Corporate Members may be hold at any place within or without the State of Minnesota which the notice of the meeting may designate.

Section 5. Notice. Notice of a Corporate Meeting shall be a written notice mailed to each member at his or her last known address with like notification to each company holding membership in the Council according to the records of the Corporation at least five (5) days prior to the meetings. Attendance at the Corporate Meeting shall constitute waiver of said notice by any member in attendance who claims that the notice was not received.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Number. The property, affairs and business of the Corporation shall be managed by the Board of Directors which shall maintain four (4) standing committees, namely: 1) Education: 2) Membership and Funding: 3) Public Relations/Recognition/Awards: and 4) Planning, Operations, Programs and Records. The total number of Directors shall not be less than nine (9), nor more the twenty-three (23). At the first annual meeting of the members of this Corporation to be held in September, 1989, eighteen (18) Directors will be elected to serve on the Board of Directors. Six (6) of those Directors shall be elected for a two-year term, six (6) shall be elected for a three-year term so as to provide staggered terms for the membership of the Board of Directors. Appointments to fill vacancies upon the Board of Directors or in any other office of Corporation may be made by the Directors in office.

Section 2. Annual Meeting of the Board of Directors. The annual meeting of the Board of Directors shall be held, with notice, in the month of September prior to the annual membership meeting, for the purpose of electing officers for the ensuing year and to transact such other business as may properly come before it.

Section 3. Regular Meeting. The Board of Directors may approve by resolution the time and place for the holding of regular meetings of the Board of Directors, without notice other than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call such meeting shall give notice thereof, five (5) days prior to such meetings.

Section 5. Quorum of the Board of Directors. At least five (5) Directors holding office shall constitute a quorum for the transaction of business. [Amended September 20, 2001.]

Section 6. Additional Powers. In addition to the power and authority conferred upon them by these Bylaws, the Board of Directors shall have the power to do all acts permitted bylaw that are necessary or expedient to the conduct of the business of the Corporation, insofar as they are not conferred upon the members.

Section 7. Presumption of Assent. A Director of the Corporation who is present at the meeting of the Board of Directors at which action on any Corporation matter is taken shall be presumed to have assented to the action taken, unless his dissent shall be entered into the minutes of the meeting, or unless he shall forward such dissent by certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 8. Officers. The Board of Directors at each annual meeting shall elect a President, Vice President, Historian, Secretary and Treasurer. They may also elect such other officers or agents as the needs of the corporation shall from time to time require. All officers shall serve for one year, until the next annual election of the Directors, subject to the power of the Directors to remove any officer, at pleasure, by majority vote with written notification prior to the vote. All officers may be elected to serve additional terms, except the President and Vice President who may serve for one (1) successive term. Any two (2) officers of this Corporation may be held by one and the same person, except the office of President and Vice President. A vacancy in any office occurring between and annual meeting shall be filled for the un-expired portion of the term by the Board of Directors.

Section 9. Succession. The parties elected to officers of the Corporation shall be the parties that in the judgment of the Board of Directors would best serve the interests of the Corporation. It is the intent of the members of the Corporation that, whenever possible, the Board of Directors provide for continuity of leadership for the Corporation by giving consideration to allowing the Vice President to succeed the President as Chief Executive Officer of the Corporation.

Section 10. Attendance. Board members should make every effort to attend meetings of the Board. The secretary shall notify in writing any board member with three (3) consecutive regular meeting absences that they are subject to automatic removal from the Board's membership if they receive a fourth consecutive absence.

ARTICLE V - DUTIES OF OFFICERS

Section 1. President. The President shall preside at all meetings of the Board of Directors and shall act as temporary President at and call order all meetings of the members. He shall sign and execute all contracts in the name of the Corporation, and shall have general supervision of the affairs of the Corporation. He shall countersign all checks, notes, drafts and orders for the payment of money, and such other duties as may be prescribed from time to time by the Directors or by the Bylaws.

Section 2. Vice President. The Vice President shall, in the absence or incapacity of the President, perform the duties of the officer, and such other duties as shall be prescribed by the Directors or by the Bylaws.

Section 3. Historian. The Council Historian shall be charged with the individual records and incidents of the Council and Council members, and shall perform such other duties as may properly pertain to the office as may be determined by the Council Board of Directors.

Section 4. Secretary. The Secretary shall keep the Minutes of the meetings of the Board of Directors and members, shall attend to the serving of notices of meetings of the Directors and members, shall have charge of the membership role book, and such other books and papers as the Board may direct, and shall tend to such correspondence as may be assigned to him or her and shall perform all the duties incidental to his or her office, and such other duties as may be described by the Directors or the Bylaws.

Section 5. Treasurer. The Treasurer shall have the care and custody of all funds and securities of the Corporation, and shall deposit the same in the name of the Corporation in such bank or banks as the Directors may designate. He shall sign all checks, notes, drafts, and orders for the payment of money which have been countersigned by the President. He shall keep or cause to be kept a complete and accurate account of all receipts and disbursements, resources and liabilities of the Corporation, and shall render to the President or to the Board of Directors whenever they shall require it, correct statements showing the financial condition of the Corporation. He shall also perform such other duties as may be prescribed by the Directors or by the By-Laws.

ARTICLE VI - CERTIFICATES OF MEMBERSHIP

Section 1. Membership Certificates. All certificates of the membership shall be signed by the President and Secretary and registered upon the books of the Corporation as they are issued or transferred. The certificate shall exhibit the member's name, anniversary date (if appropriate), and date of issue.

ARTICLE VII - MISCELLANEOUS

Section 1. Seal. This Corporation shall have no seal.

Section 2. Inability of the President. In the case of the inability of the President or Vice President to act, any member shall preside at the meeting of the members. Any member selected by the Board of Directors may preside at any meeting of the Board.

ARTICLE VIII - COMMITTEES

Section 1. Standing Committees. There shall be four (4) standing committees whose membership and share shall be appointed by the President. Standing Committees shall include: Education; Membership and Funding; Public Relations/Recognition/Awards; and Planning/Operations/Programs and Records.

Section 2. Nominations Committee. During the month of July in each year, the President shall appoint a Nominations Committee to recommend candidates for officers and directors to be elected at the next annual election. They shall notify the Secretary in writing at least ten (10) days before the date of the annual meeting, of the names of such candidates, and the Secretary simultaneously with the notice of the meeting. Nominations for candidates for officer positions or Directors shall also be accepted from the floor during the meeting at which they are to be elected.

Section 3. Special Committees. The President may, at any time, appoint special committees on any subject. The special committees may consist of as many members as deemed advisable by the President.

ARTICLE IX - AMENDMENTS

These Bylaws may be amended or altered by the vote of a majority of the Board of Directors at any meeting, provided that notice of such proposed amendment shall be given in the notice of such meeting. Such authority in the Board of Directors is subject to the powers of the members to change or repeal such Bylaws by a majority vote of the members present and represented at any annual meeting or at any special meeting called for the purpose.

ARTICLE X - RULES OF ORDER

Robert's Rules of Order, Newly Revised, as amended, shall govern this organization.

CERTIFICATION OF ADOPTION

THE UNDERSIGNED, being respectively the President and the Secretary of Mankato Area Council For Quality, Inc., a Minnesota Corporation, do hereby certify that the foregoing By-Laws were duly adopted by the Directors by unanimous action in writing without a meeting under date of

Dated this 26th day of October, 1993.

ATTEST:

Neal Benson
President

Jodi Miller
Secretary