

REUSE MINNESOTA BYLAWS

January 28, 2013

Amended: October 10, 2014

Amended: February 14, 2016

Amended: May 6, 2019

Amended: November 15, 2022

A Minnesota Nonprofit Corporation

Article 1. Name and purpose

1.01 Name.

The name of the organization shall be Reuse Minnesota Incorporated (“Corporation”). It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

1.02 Purpose and mission.

Reuse Minnesota is organized exclusively for purposes subsequent to section 501 (c)(3) of the Internal Revenue Code, and is not organized for the private gain of any person.

The purpose of this organization is to lead a movement grounded in the principles of reuse, which extends the life of resources and decreases the demand for new production. The mission is to build partnerships and support a vibrant network of reuse practitioners through education, promotion, and advocacy.

Article 2. Location

2.01 Principal office.

The principal office of the Corporation, at which the general business of the Corporation will be transacted and where the records of the Corporation will be kept, will be at such a place in the state of Minnesota as may be fixed from time to time by the Board of Directors (“Board”).

2.02 Registered office and agent.

The Corporation shall maintain a registered office and a registered agent within the State of Minnesota in accordance with the requirements of the Minnesota Nonprofit Corporation Act and the Internal Revenue Code, Section 501(c)(3). The location of the registered office and the designation of the registered agent shall be approved by the Board.

Article 3. Members

3.01 Eligibility and dues.

Any individual or organization (e.g. business, government entity, nonprofit organization, academic institution) that supports the purpose of Reuse Minnesota may apply for membership. Membership shall be conferred upon application, approval by the Corporation, and receipt of annual dues.

The Board shall establish and may, from time to time, modify membership levels and associated dues, which are payable each year. Continued membership is contingent upon being up-to-date on membership dues. Organizational memberships include up to three (3) individuals from the organization who can participate in the Corporation's activities as members.

3.02 Termination.

Any member may resign at any time by delivering written resignation to the Corporation. No resignation shall entitle any Member to the refund of any membership dues paid. Members that are more than 30 days delinquent on membership dues will be terminated as members until dues are received.

3.03 Voting.

Each member shall have the right to vote in Board elections, on any amendment of these Bylaws or the Corporation's Articles of Incorporation, on any decision to dissolve the Corporation, and on any other matter required by law or these bylaws to be voted on by the members.

Each Member shall be entitled to one vote on each matter. Organizational members shall designate a primary contact for their membership who shall receive notices of voting and cast votes on behalf of the organization. When necessary, the primary contact may designate another individual from the organization as their proxy for in-person voting.

Voting may be done in-person or electronically. For any votes taken electronically, the voting period will be designated by the Board at least 10 days but no more than 60 days. The required participation shall be the same quorum as defined in 4.05.

Article 4. Member meetings

4.01 Annual member meeting.

An annual meeting of Members shall be held on such date and at such time as may be fixed by the Board. At the meeting, Board election results shall be announced and other proper business may be transacted. The annual business meeting may be conducted virtually.

4.02 Special meetings.

Special member meetings may be called at any time by the Board, the President, or by petition submitted to the Board requesting such a meeting by 20 percent (20%) or more of the Members.

4.03 Place of meetings.

Meetings of the Members shall be held at a place designated by the Board and specified in the meeting notice and may be conducted virtually.

4.04 Notice.

Written notice of each annual or special meeting of the members shall be mailed or emailed by, or at the direction of the secretary, to each member not less than ten (10) or more than sixty (60) days before the date of the meeting. The notice shall specify the place, date, and time of the meeting and in the case of a special meeting, the purpose of the meeting.

4.05 Quorum.

Ten percent (10%) of the voting power shall constitute a quorum for the transaction of business at any meeting of members or electronic vote. Voting power means those Members entitled to vote.

4.06 Record date.

For purposes of establishing the members entitled to receive notice of any meeting, vote at any meeting, vote by written ballot, or exercise any rights in any lawful action, the record date for sending notice of a meeting shall be the date notice is sent; for voting at a meeting shall be ten (10) days before the date of the meeting; for voting by written ballot shall be ten (10) days before the mailing of written ballots; and for taking any other action shall be ten (10) days before that action. Electronic voting does not require advanced notice.

Members that join less than ten (10) days before the start of a voting action, will not be eligible to vote for that election or voting matter.

4.07 Adjournment.

Any member meeting, whether or not a quorum is present, may be adjourned to another time and place by the vote of the majority of the members represented at the meeting. No meeting may be adjourned for more than 60 days. When a member meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

Article 5. Board of Directors

5.01 Duties.

The Corporation's affairs and activities shall be managed, and all corporate powers shall be exercised, by or under the direction of a Board of Directors. The Board shall be charged with the control and management of the affairs, business, and properties of the Corporation. The Board may delegate the management of the activities of the Corporation to any person or persons, an Executive Director or committees, however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction and authority of the Board.

5.02 Conflict of interest.

No Director or Officer of this Corporation, nor any corporation, firm, association, or other entity in which one or more of this Corporation's Directors or Officers have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this Corporation, unless:

- a. The material facts regarding that Director's or Officer's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board prior to the Board's consideration of such contract or transaction;
- b. Such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of the interested Director(s);
- c. Before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
- d. The Corporation for its own benefit enters into the transaction, which is fair and reasonable to the Corporation at the time the transaction is entered into.

This section does not apply to a transaction that is part of an educational or charitable program of the Corporation if it:

- a. Is approved or authorized by the Corporation in good faith and without unjustified favoritism, and
- b. Results in a benefit to one or more Directors or Officers or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this Corporation. No loan shall be made by the Corporation to any of its Officers or Directors.

5.03 Powers.

The property, procedures, affairs, and activities of the Corporation shall be managed by the Board. The Board shall have the following powers:

- a. To adopt and amend rules and regulations, including disciplinary rules and procedures applicable to Members, not inconsistent with these Bylaws, for the management of the Corporation's business and affairs.
- b. To adopt rules and regulations for the conduct of its meetings as it may deem proper, not inconsistent with the laws of the State of Minnesota, the Articles of Incorporation, or these Bylaws.
- c. To borrow money and incur indebtedness on the Corporation's behalf and to create, make, and issue mortgages, bonds, deeds of trust, trust agreements, and negotiable or transferable instruments and securities, secured by mortgage or otherwise, and to perform every other act necessary to effectuate the same.
- d. To appoint and, at its discretion, remove or suspend such subordinate Directors, Officers, agents, or employees, permanently or temporarily, as it may deem appropriate, to

determine their duties and to specify their salaries, and to require security in such instances and in such amounts as the Board deems appropriate.

- e. To confer upon any appointed Officer of the Corporation, by resolution, the power to choose, remove, or suspend such subordinate Officers, agents, or employees.
- f. To determine who shall be authorized on the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, and documents.
- g. To cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency or country; and to conduct its activities in or outside the state of incorporation.

5.04 Eligibility and composition of the Board of Directors.

Eligible nominees to the Board shall be at least 18 years old. The authorized number of Members of the Board ("Directors") shall be no less than five (5) and no more than fifteen (15), unless changed by amendment of the Articles of Incorporation or these Bylaws. Directors must be dues-paying Members in good standing of the Corporation. No more than two (2) individuals from a single Organizational Member may serve on the Board simultaneously.

5.05 Manner of election and term of office.

The Board may adopt rules governing the nomination of persons as Directors. The Board Governance Team shall be responsible for recruiting a slate of prospective board members representing the Corporation diverse constituency. Each Director shall be a member at the time their term commences.

Directors shall be elected by the Members. Directors shall serve two-year terms. No Director shall serve more than four consecutive two-year terms. Directors shall serve on a staggered basis so at least one Director is elected each year. If the annual meeting is not held or the directors are not elected at such meeting, the Directors may be elected at any special meeting of Members held for that purpose.

5.06 Regular meetings of the Board.

Regular meetings of the Board shall be held at such dates and times as may be set by the Board. Notice of regular board meetings shall conform to the requirements of section 4.04. The President or, in their absence, the Vice President, will preside at meetings of the Board.

5.07 Special meetings of the Board.

Special meetings of the Board may be called by any Director. Special meetings may be held on five (5) days notice by postal mail or 48 hours notice electronically or by telephone (including a voice message system or other system or technology designed to record and communicate messages).

5.08 Virtual meetings.

Any meeting of the Board may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this section shall constitute personal presence if each Director participating in the meeting can communicate

concurrently with all other Directors; each Director has the capacity to propose or object to specific action to be taken by the Corporation; and it can be verified that the persons participating in the meeting via telecommunications equipment are Directors entitled to participate in the meeting and that the actions of or votes by the Directors so participating are taken or cast only by the Director.

5.09 Quorum; Voting.

One-half plus one of the Directors must be present, either in-person or virtually, at all times to constitute a quorum for the transaction of any business. If a quorum is present, the affirmative vote of a majority of Directors present shall be deemed the act of the Board unless the vote of a greater number of Directors is required by law, the Articles of Incorporation, or these Bylaws.

5.10 Action without a meeting.

Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting through electronic means providing no less than 3 days and no more than 10 days for a response.

5.11 Compensation of directors.

No Directors shall receive any salary or compensation for their services as a Director except that they may be reimbursed for reasonable expenses incurred in conducting the business of the Corporation subject to the approval of the Board.

5.12 Adjournment.

A majority of the Directors present at a meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place must be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

5.13 Resignation of Directors.

Any Director may resign from the Board at any time effective upon giving written notice to the President or the Secretary of the Board. The notice may specify a later effective date of the resignation. If the resignation is to be effective at a later date, a successor Director may be elected to take office when the resignation becomes effective. The acceptance of a resignation shall not be necessary to make it effective.

5.14 Removal of Directors.

Any Director may be removed from the board at any time by a majority vote of the voting Members of the Corporation whenever in their judgment removal is in the best interests of the Corporation.

5.15 Vacancies.

A vacancy on the Board occurs upon the resignation, removal, or death of a Director, and whenever the authorized number of members of the Board is increased. Except as otherwise

provided in these Bylaws, vacancies on the Board may be filled by appointment by majority vote of the Board for the remainder of the term.

5.16 Reduction in the number of Directors.

Any reduction in the authorized number of Directors shall not result in any member of the Board being removed prior to the expiration of their current term.

5.17 Committees.

The Board shall designate standing committees as necessary for the conduct of the business of the Corporation. Such committees may consist of both Directors and members. The chair of each committee shall be appointed by the President based on the input of the committee and Directors. All board members are expected to serve on at least one committee. The designation of any such committee and the delegation to it of authority shall not operate to relieve the Board, or any member thereof, of any responsibility under the law.

5.18 Limitations upon committees of the Board of Directors.

No committee of the Board, including any executive committee, shall have any of the authority of the Board with respect to:

- a. Approval of any action required by law as also requiring the approval of the Members
- b. Filling of vacancies on the Board or on any committee of the Board
- c. Amendment or repeal of Bylaws or the adoption of new Bylaws
- d. Amendment or repeal of the Articles of Incorporation or the adoption of new articles
- e. Adopting a plan of merger or consolidation
- f. Recommending to the Members the sale, lease, exchange or other disposition of all or substantially all of the property and assets of the Corporation
- g. Recommending to the members a voluntary dissolution of the Corporation or a revocation thereof.

Article 6. Officers of the Board.

6.01 Authorized officers; Manner of election and terms of office.

The Officers of the Board shall be President, Vice President, Secretary, and Treasurer. The Officers shall be elected by majority vote of the Directors at the first regular Board meeting following the annual member meeting or an election of Directors. The Officers shall serve one-year terms of office. Each elected officer shall be a member of the Board as set forth in section 5.04 of these Bylaws. Each officer shall take office upon election and shall hold office until the next regular Board meeting following the annual member meeting. No two offices shall be held by the same person, except that if the Secretary assumes the office as Vice President pursuant to section 6.07, that person may hold both offices until the next election of officers.

6.02 President.

The President shall be the chief executive officer of the Corporation and shall preside as Chair at all meetings of the Board and of the Members. The President shall see that the rules of order

and decorum are properly enforced in all deliberations of the Corporation, and shall sign the approved minutes of each meeting. The President shall have general superintendence and direction of all of the other Officers of the Corporation and shall see that their duties are properly performed. The President shall perform such other duties as the Board may direct.

6.03 Vice President.

The Vice President shall preside as Chair at all meetings of the Board of Directors in the absence of the President. The Vice President shall perform such other duties as the Board of Directors may direct.

6.04 Treasurer.

The Treasurer shall supervise all dues collections and the accounts of the Corporation; shall ensure that full and accurate accounting records are maintained at all times; and shall present such reports, including an annual report of the Corporation's financial condition, as the Board may direct. The Treasurer shall perform such other duties as may be prescribed by the Board or the President.

6.05 Secretary.

The Secretary shall keep minutes of all meetings of the Board and of the Members; shall attend all sessions of the Board; shall report unfinished business requiring action from prior meetings; shall supervise correspondence of the Corporation; and shall give, or cause to be given, notice of all meetings of the Board.

6.06 Resignations of Officers.

Any Officer may resign their office at any time effective upon giving written notice to the Presidents or the Secretary of the Board. The notice may specify a later effective date of the resignation. The acceptance of a resignation shall not be necessary to make it effective.

6.07 Vacancies.

Except as otherwise provided in these Bylaws, vacancies in offices, except for the office of President, shall be filled by majority vote of the Directors at the next regular Board meeting. Should the office of President become vacant, the Vice President shall assume the office of President.

6.08 Compensation of Officers.

Officers shall serve without compensation except that they may be reimbursed for reasonable expenses incurred in conducting the business of the Corporation subject to the approval of the Board.

Article 7. Liability

7.01 Indemnification

To the fullest extent permitted by law, this Corporation shall indemnify its Directors and Officers, including persons formerly occupying any such positions, against all expenses

(including attorney's fees), judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any action, suit, or proceeding to which any such person or their legal representative may be made a party by reason of being or having been a director or officer of the Corporation, except that no person shall be entitled to indemnification for any liability in connection with a proceeding by or in the right of the Corporation, except for reasonable expenses incurred in connection with the proceeding, or for any liability arising out of conduct constituting any of the following:

- a. Receipt by an officer or director of a financial benefit to which the officer or director is not entitled;
- b. An intentional infliction of harm upon the Corporation; or
- c. An intentional violation of law.

7.02 Insurance

This Corporation shall purchase and maintain insurance to the fullest extent permitted by law on behalf of its Officers, Directors, employees and other agents, to cover liability asserted against or incurred by any Officer, Director, employee or agent in such capacity or arising from the Officer's, Director's, employee's or agent's status as such, and whether or not the Corporation has the power to indemnify or advance expenses to such person under these Bylaws or applicable law.

Article 8. Corporate records, contracts, and accounts

8.01 Books and records.

The Corporation shall keep correct and complete books and records of account, and shall keep written minutes of the proceedings of its Members, Board, and any committees having any of the authority of the Board. In addition, the Corporation shall keep at its registered office or principal office a record of the names and addresses of its Members entitled to vote. All books and records of the Corporation may be inspected by any Member, or the Member's agent or attorney, for any proper purpose at any reasonable time. Without imposing any duty to provide photocopies of its books and records, the Corporation shall be entitled to charge a reasonable fee for providing photocopies of any book or record requested by or on behalf of a Member.

8.02 Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation in addition to the officers authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

8.03 Fiscal policy.

The Board shall establish a fiscal policy including check signing procedures. All checks, drafts, and other orders for payment of funds, including electronic transactions will be signed or approved electronically by such officers or such other person as the Board may, from time to time, designate.

Article 9. Amendments

9.01 Amendment procedure.

Any proposed adoption, alteration, repeal, or amendment of any provision of these Bylaws shall first be approved by the Board. If approved by the Board, the proposed bylaw adoption, alteration, repeal, or amendment shall be presented to the Members for approval at the next regularly scheduled Member meeting or via secure electronic voting mechanism. The approval of a majority of the voting Members at a meeting at which a quorum is present shall be required for the adoption, alteration, repeal, or amendment of any bylaw. Any proposed adoption, alteration, repeal or amendment of a bylaw bearing the signature of at least ten Members in good standing and submitted to the Board at least thirty (30) days prior to the next regularly scheduled meeting of Members must be submitted to the Members for action at that meeting.

Article 10. Dissolution

10.01 General.

The organization may be dissolved only with authorization of its Board given at a special meeting called for that purpose per section 3.08 through 3.19 of these bylaws. If approved by the Board, members may vote on dissolution without being present at the meeting.

In the event of the dissolution of the organization, assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.