



## **ARTICLE I - NAME OF ORGANIZATION**

The name of the organization is the Minnesota Change Management Network. It shall also be known as MnCMN for the purpose of communication in print and other forms of media.

## **ARTICLE II - MISSION, PURPOSE**

### **Mission**

The mission of MnCMN is to inspire and challenge leaders to drive sustainable change.

### **Purpose**

The purpose of MnCMN is to:

- Serve as stewards of a globally recognized standard of excellence in change management and
- Offer members a professional community for networking, collaboration and professional development.

## **ARTICLE III - LOCATION**

The principal office of MnCMN, at which the general business of the organization will be transacted and where the records of the organization will be kept, shall be at such location in the metropolitan area of Minneapolis – St. Paul, State of Minnesota, as may be fixed from time to time by the Board of Directors of MnCMN.

## **ARTICLE IV - MEMBERSHIP**

### **Section 1. Requirements**

- Eligibility:** Membership in MnCMN is open to individuals and entities involved in the practice of change management, whether on a full-time or part-time basis. This inclusivity extends to individual practitioners, corporations, and firms active in change management efforts. For entities or corporations, membership shall cover a fixed number of individuals, the specific number of which shall be determined by the Board of Directors. This approach ensures that organizational memberships provide value while maintaining fairness and manageability. The Board of Directors is tasked with defining the criteria for how entities and corporations can allocate these seats among their staff or representatives, taking into consideration the need for flexibility and the objectives of the MnCMN.
- Membership Dues and Criteria:** Members are required to pay an annual membership fee, the amount of which shall be determined by the Board of Directors. The Board may also establish additional criteria for membership as deemed necessary. Membership fees and criteria are subject to review and adjustment by the Board of Directors to reflect the evolving needs of the MnCMN and its members.



- c) **Membership Categories:** The MnCMN recognizes various categories of membership to accommodate the diverse needs of its members. These categories, including any specific rights, privileges, and obligations, shall be defined and periodically reviewed by the Board of Directors. The Board retains the authority to introduce new membership categories, such as group memberships, to foster inclusivity and address the collective needs of organizations and entities engaged in change management.
- d) **Voluntary Membership:** Membership in MnCMN is voluntary and based on an individual's or entity's commitment to the principles and practices of change management. Members are encouraged to actively participate in MnCMN activities, contribute to the community, and uphold the standards of professionalism and ethics set forth by the organization.

### **Section 2. Voting**

Each member of the organization shall have one vote. As indicated in Article IV, Section 1, for entities or corporations, there will be a fixed number of votes corresponding to the fixed number of individuals determined by the Board of Directors. Items to be voted upon by the full membership shall be determined by the Board of Directors.

### **Section 3. Responsibilities**

Members shall be responsible for participating in MnCMN in the following ways:

- Gaining information and experiences through various vehicles provided by the organization (newsletter, programs, special interest groups, etc.)
- Sharing information, experiences and expertise with other members of the community through various vehicles provided by MnCMN or through community programs requesting expertise of the member.
- Attending and actively participating in each MnCMN meeting and on special committees as they are formed.

## **ARTICLE V - MEETING OF MEMBERS**

### **Section 1. Annual Membership Meeting**

- a) **Frequency and Purpose:** The MnCMN shall hold an annual meeting of its membership to review the year's activities, plan for the future, and conduct other business as necessary. This annual meeting shall serve as the principal gathering for all members to participate in governance and strategic direction of the organization.
- b) **Board Meetings:** Separate from the annual membership meeting, Board of Directors meetings shall be held at least six (6) times per year to ensure ongoing governance and oversight. Additional meetings may be called as needed, including special circumstances, to support organizational objectives.



## **Section 2. Location of Meetings**

The location for the annual membership meeting, as well as any special or board meetings, may be designated by the Board of Directors. Meetings may take place virtually, ensuring accessibility and convenience for all members, irrespective of their geographical location or zip code. This approach allows for broader participation and engagement from the membership, leveraging technology to foster inclusivity and connectivity.

## **Section 3. Notice of Meetings**

- a) **Advance Notice:** The Communications Chair is tasked with notifying each member of the annual meeting, special meetings, and board meetings. Notice shall be given at least 15 days in advance by mail, phone, or electronic communication, stating the meeting's time, location, and purpose.
  
- b) **Special Meetings Notice:** Special meetings of the Board of Directors can be called by the President with at least five (5) working days' notice to each Director.

## **Section 4. Meeting Protocols and Governance**

**Presiding Officer:** The President of the Board of Directors shall preside over all meetings of the membership. In the event of the President's absence, the Vice President shall assume the role of presiding officer.

**Special Meetings:** Special meetings of the membership may be called by the Board of Directors or upon a petition signed by a specified percentage of the membership, to be determined by the Board. The notice for any special meeting must state the time, location, and specific purpose(s) of the meeting. Only the business specified in the notice may be transacted at the special meeting.

**Quorum:** A quorum for the annual membership meeting shall be established as a fixed percentage or number of the total membership. The specific quorum percentage or number will be determined and announced by the Board of Directors at the start of the fiscal year to reflect the organization's membership size and engagement levels.

**Voting:** All members in good standing shall be given the opportunity to vote on issues brought before the annual meeting or any special meetings. Voting methods may include in-person voting, mail, or electronic ballots, as specified in the notice of the meeting.

## **ARTICLE VI - BOARD OF DIRECTORS**

### **Section 1. Number and Qualifications**

The Board of Directors of MnCMN shall be composed of no fewer than nine (9), and no greater than fourteen (14) members. All positions must be filled only by members of MnCMN.



## **Section 2. Governing Powers**

The Board of Directors shall have all the powers and duties necessary or appropriate for the overall direction of MnCMN. They may engage in such acts and do such things as are not prohibited by a law or these bylaws.

## **Section 3. Elected Positions**

Members of the Board of Directors include the following elected positions: President, Vice President, Immediate Past President, Treasurer, Sponsorship Chair, Membership Chair, Programming Chair, Communications Chair, and Professional Development Chair.

The decision to appoint co-chairs will be made by the Board of Directors based on the specific needs and strategic goals of the organization. Co-chairs shall share authority and responsibilities equally, as defined by the Board.

**Appointment of Co-Chairs and Members-at-Large:** The Board may appoint up to five (5) members-at-large or co-chair positions to ensure representation of diverse perspectives and fulfill strategic needs. However, the total number of Board members, including appointed positions, shall not exceed fourteen (14). These appointments are to be considered year-to-year appointments, to be reviewed and/or renewed annually.

**Immediate Past President:** The Immediate Past President serves for one term following their presidency to provide continuity and support. If the President serves two consecutive terms, they may continue to serve as the Immediate Past President for one additional term, subject to their availability and willingness. Alternatively, if the outgoing President is unavailable, unwilling, or if the Board decides to provide an opportunity for a different former President, the Board may appoint a different past President to serve in this capacity for a single term.

## **Section 4. Election and Term of Office.**

The Board of Directors shall be elected for two-year terms. However, to ensure continuity and stability within the organization, the terms of the directors shall be staggered. Specifically, approximately half of the Board positions will be elected in odd-numbered years and the other half in even-numbered years.

In the initial phase of implementing staggered terms, half of the positions (or as close to half as possible, depending on the total number of positions) will be elected for a one-year term only for the first cycle. Subsequently, these positions will transition to the standard two-year term. This approach will establish the staggered term system.

The determination of which positions are subject to the one-year term in the initial phase will be made by the Board of Directors, aiming for a balanced representation of roles within both the one-year and two-year term groups.



The term for all elected leadership positions is two years, with the possibility of re-election for one additional term, thus imposing a consecutive term limit of two terms. After serving the maximum consecutive terms, individuals must wait at least one term before seeking re-election to the same position on the Board; however, they can seek election to a different position, provided their previous maximum consecutive term position was not President.

Terms of office shall commence on February 1. This start date applies to all directors, regardless of the election cycle.

#### **Section 5. Nomination Committee.**

A Nomination Committee chaired by the Immediate Past President and comprising at least four (4) members who are not currently holding elected positions, plus the Vice President, shall oversee the nomination and election process. This committee is responsible for evaluating candidates based on merit, leadership potential, and alignment with the organization's values and objectives.

#### **Section 6. Vacancies.**

A vacancy created on the Board, with the exception of the office of the President, may be filled by a Presidential appointment and vote by simple majority of the remaining Directors. The Vice President will fill a vacancy in the office of the President. In the event there is also a vacancy in the office of the Vice President, the office of President will be filled by a special election. All members will be notified of a special election to fill a vacancy ten days prior to the election.

#### **Section 7. Removal of Directors.**

Any one or more of the Directors may be removed—

By the Board of Directors: A Director may be removed for just cause, following voiced discontent by the membership or a proposal by three (3) or more Directors. The removal requires a majority vote of the entire Board of Directors.

**Automatic Removal:** A Director will be automatically removed from their position after accruing three (3) unexcused absences from Board meetings within a single term. For point of clarification, this automatic removal does not need board approval.

**Advance Notice:** A Director facing removal for cause must be provided with a written notice at least thirty (30) days before the action is to be discussed at a Board meeting. This notice period is intended to ensure the Director has sufficient time to prepare a response.

**Opportunity to Be Heard:** The Director in question shall have the right to be heard at the Board meeting where their removal is to be discussed, which must occur within sixty (60) days from the issuance of the notice. This timeframe ensures that the Director's response is considered in a timely manner while accommodating the scheduling of Board meetings.



**Process for Reinstatement:** A Director removed due to unexcused absences may be considered for reinstatement upon a majority vote of the entire Board, based on a review of the circumstances surrounding the absences and the Director's commitment to future participation. The Board may establish specific criteria for reinstatement.

### **Section 8. Resignation**

A Board member may resign at any time by notifying the President or Vice President.

### **Section 9. Compensation**

No compensation shall be paid to Directors for their services to MnCMN. Directors may be reimbursed for actual expenses incurred by them in the performance of their duties.

### **Section 10. Regular Meetings.**

Regular meetings of the Board of Directors shall be held at such times and locations as determined by a majority of Directors. The Board shall meet at least four (4) times each year, with meetings spaced approximately quarterly to ensure consistent governance and oversight.

### **Section 11. Special Meetings**

In the case of Special Meetings called to address urgent matters, including the potential removal of a Director, a minimum of five (5) working days' notice shall be provided to all Directors. If a Special Meeting is called specifically for the discussion of a Director's removal, the thirty (30) day notice requirement for the Director facing removal supersedes the standard notice period for Special Meetings.

### **Section 12. Quorum**

At all meetings of the Board of Directors, fifty percent (50%) of the Directors of record shall constitute a quorum for the transaction of all authorized business. For a Board with up to fourteen (14) members, this means a minimum of seven (7) Directors is required to establish a quorum. Where the computation results in a fractional number, it shall be rounded upward to the next whole number. The acts of the majority of the Directors present at a meeting at which a quorum exists shall be the acts of the Board of Directors, except where a larger number is required by law or these bylaws.

### **Section 13. Proxies**

To uphold direct and responsible governance, the practice of voting by proxy, where a member votes on behalf of another, is strictly prohibited at any meetings of the Board of Directors. This policy ensures that decisions are made by Directors who are personally engaged in the discussions, maintaining the integrity and accountability of the Board's decision-making process. However, when meetings are conducted virtually, online voting and/or voting by email/chat by members is permissible, provided that each member casts their vote independently to ensure that all decisions reflect the direct input and consent of the participating members.





## **ARTICLE VII - OFFICERS**

### **Section 1. Designation**

Principal Officers of MnCMN shall be President, Vice President, Immediate Past President and Treasurer.

### **Section 2. Appointment**

The above positions are automatically officers. The Board of Directors shall also have the authority to appoint temporary acting Officers as may be necessary during the temporary absence or disability of the regular Officers.

### **Section 3. Removal**

Any Officer may be removed with stated cause by the Board of Directors by affirmative vote of a majority of all the Board members. The matter of removal may be acted upon at any meeting of the Board, provided that notice of intention to consider said removal has been given to each Board member and to the Officer affected at least thirty (30) days previously.

### **Section 4. President**

The president shall be the principal Officer of the corporation. Working in conjunction with the Board, the President shall see that the resolutions and decisions of the Board are carried into effect and, in general, shall discharge all duties incident to the office of President and as prescribed by the Board.

The President shall be present and give direction to meetings of the Board and meetings of the membership. The President will execute for the corporation all contracts, deeds, conveyances, mortgages, bonds and other instruments in writing that may be required or authorized by the Board of Directors, except those instances in which the authority to execute is expressly delegated to another Officer or agent of the corporation.

The President may establish and appoint members to committees such as deemed necessary for operation of the program and business of the corporation. If the President is unable to perform his or her duties during the first quarter of their term, the authority of the President is assumed by the Immediate Past President. If both the President and the Immediate Past President are unable to perform their duties, the authority of the President is assumed by the Vice President. If the President is unable to perform his or her duties at any other time other than the first quarter of their term, the authority of the President is assumed by the Vice President. In the event that the authority of the President is assumed by the Immediate Past President and the Immediate Past President is unwilling to serve, the authority of the President is assumed by the Vice President.



### **Section 5. Vice President**

The Vice President of MnCMN shall be responsible for keeping the organization's records. He or she shall keep or (cause to be kept) the minutes of all meetings of the Board of Directors and any business meetings of the membership. The Vice President shall give (or cause to be given) all notices of meetings of the Board of Directors, meetings of the membership and other notices required by law or these bylaws. The Vice President shall be responsible for the keeping of all books, correspondence, committee minutes and papers relating business of MnCMN.

### **Section 6. Treasurer**

The Treasurer shall assist with the compilation of annual budget as proposed by Board Members, track expenditures, provide a monthly accounting to the Board and confer with professional advisors as necessary for corporate business purposes. The Treasurer may be authorized to provide one of the signatures on checks, drafts or other orders of payment of funds for MnCMN.

### **Section 7.**

The Immediate Past President and any Officer of MnCMN, in addition to powers conferred on him or her by these bylaws, will have such additional powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

## **ARTICLE VIII - COMMITTEES**

### **Section 1. Authority.**

The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of members of the Board of Directors. Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors. Each such committee shall at all times be subject to the control and direction of the Board of Directors. Committee members, other than members of Executive Committee, need not be Directors.

### **Section 2. Executive Committee.**

The Executive Committee shall consist of the President, Immediate Past President, Vice President and Treasurer. The President of the Board of Directors will be Chair of the Executive Committee. The designation of such Executive Committee and the delegation of authority granted to it shall not operate to relieve the Board of Directors of any responsibility imposed upon it. No individual shall continue to be a member of the Executive Committee after he or she ceases to be a Director of MnCMN. The Board of Directors shall have the power at any time to change the number of members of the Executive Committee to fill vacancies thereon, to change any member thereof, to change the functions of the Committee or to terminate existence of it.

**Powers:** During the intervals between meetings of the Board of Directors, and subject to any resolution of the Board of Directors, the Executive Committee shall have and may exercise all the





authority of the Board of Directors in management of MnCMN. The Executive Committee shall make full report of all actions at the next meeting of the Board of Directors.

**Section 3. Standing Committees.**

The Board of Directors may, by resolution passed by a majority of the Board as a whole, designate one or more standing committees in addition to the Executive Committee. The President shall appoint a Director or Chair for each. The majority of the members of these committees must be Directors or members of MnCMN. The Chairs/Directors of the standing committees must be members of the Board of Directors. Any committee so established shall have and may exercise such power as provided in the resolution that established the committee. Dissolution of any standing committee shall be accomplished by a resolution of a majority of the Board as a whole.

**Section 4. Types of Committees.**

In general, the types of standing committees may include, but are not limited to, nomination, membership, marketing, communication, fundraising, program development, and professional development.

**Section 5. Meetings.**

Meetings of the individual committees may be held at such time and location as may be determined by a majority of the committee, by the committee Chair or by the Board of Directors. Notice of meetings shall be given to the committee's members at least five (5) working days in advance of the meeting unless all members agree to a shorter notification. The majority of the committee's membership shall constitute a quorum.

**Section 6. Other Committees.**

Other committees may be established by the President of the Board of Directors or by a motion passed in an appropriately constituted meeting of the Board of Directors.

**Article IX - FISCAL MANAGEMENT**

**Section 1. Fiscal Year.**

The fiscal year of MnCMN shall begin on the first day of January in each year.

**Section 2. Books and Accounts.**

Books and accounts shall be kept under the direction of the Financial Officer which is the MnCMN Treasurer.

**Section 3. Deposits.**

All funds of MnCMN not otherwise employed shall be deposited from time to time to the credit of MnCMN in such bank or banks or other interest bearing depositories as the Board of Directors may elect.



#### **Section 4. Conflict of Interest.**

The Board shall not enter into any contract or transaction with: (a) one or more of its Directors; (b) directors of a related organization; or (c) an organization in which a Director of MnCMN is a Director, officer or legal representative or in some other way has a material financial interest unless:

- a) That interest is disclosed or known to the Board of Directors
- b) The Board approves, authorizes or ratifies the action in good faith
- c) The approval is by a majority of Directors (not counting the interested Director)
- d) The approval is given at a Board meeting at which a quorum is present (not counting interested Director)

The interested Director may be present for discussion to answer questions, but may not advocate for the action to be taken and must leave the room as the vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

#### **Section 5. Checks, Drafts, Payments**

All checks, drafts and other orders for payment of funds will be signed by such Officers or such other persons as the Board of Directors shall designate in its approved financial policies.

#### **Section 6. Indemnity.**

MnCMN shall indemnify and hold harmless any Director, Officer or employee from any suit, damage, claim, judgment or liability arising out of, or asserted to arise out of, conduct such person in his or her capacity as a Director, Officer or employee except in cases involving willful misconduct. Indemnification provided under this section shall comply with and follow the requirements as provided by statute. MnCMN shall have the power to purchase or procure insurance for such purposes. If such insurance is not purchased, any fine, fee or judgment shall be paid from general operating funds.

#### **Section 7. Examination by Directors.**

Every Director of MnCMN shall have a right to examine; in person or by agent or attorney, at any reasonable time or times, and the location or locations where usually kept, all books and records of MnCMN and make extracts and copies.

### **ARTICLE X. - AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS**

**Amendments:** Both the Board of Directors and the members shall have the power to amend the Articles of Incorporation and these Bylaws. Subject to restrictions imposed by statute, the Board may amend the Articles and Bylaws by adopting a resolution for the amendment, providing written notice of proposed AMENDMENTS at least fifteen (15) calendars days prior to a duly called meeting. Such amendment shall require an affirmative vote of two-thirds (2/3) of the Board at a duly constituted meeting or 2/3 majority of the members voting.



**ARTICLE XI. - DISSOLUTION**

In the event the number of members becomes twelve (12) or fewer, the remaining members may by a majority vote dissolve the organization. The assets of the organization shall be distributed as determined by a two-thirds (2/3) majority of the remaining members after all outstanding debts have been paid. Assets may not benefit anyone associated with the organization.