

Minnesota Transportation Education and Outreach Center

A Minnesota Based Non-Profit Public Education Organization

BYLAWS

ARTICLE I NAME

1.01 Name

The name of this corporation shall be the Minnesota Transportation Education and Outreach Center. The business of the corporation may be conducted as the Transportation Education and Outreach Center or TEOC.

ARTICLE II PURPOSES AND POWERS

2.01 Purpose

The Minnesota Transportation Education and Outreach Center is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. The Minnesota Transportation Education and Outreach Center's purpose is to examine the effects of current and proposed transportation policies on communities, citizens, and related businesses, focusing on Minnesota but addressing other areas of the country as well. The Minnesota Transportation Education and Outreach Center serves interested citizens, governmental units and businesses in order to improve the quality of life in Minnesota and to encourage development of a safe, efficient and effective multi-modal transportation infrastructure appropriate to all areas of the state.

2.02 Powers

The Minnesota Transportation Education and Outreach Center shall have the power, directly or indirectly, alone or in conjunction or collaboration with others, to do any and all lawful acts which may be necessary or convenient to effect the charitable purposes for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation

- (a) Non-profit Legal Status. The Minnesota Transportation Education and Outreach Center is a Minnesota nonprofit corporation that intends to seek and maintain tax-exempt status under section 501(c)(3) of the Internal Revenue Code.
- (b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation and expenses for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.
- (c) Distribution upon Dissolution. Upon termination or dissolution of the Minnesota Transportation Education and Outreach Center, any assets lawfully available for distribution shall be distributed as provided in the Internal Revenue Code and Minnesota Statutes Chapter 317A or any succeeding statutory sections..

ARTICLE III MEMBERSHIP

3.01 Membership

The Minnesota Transportation Education and Outreach Center shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in these Bylaws.

3.02 Non-voting Affiliates

The Board of Directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses and other organizations that seek to support the mission of the corporation. The Board, a designated committee of the Board, or any duly elected officer in accordance with Board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights privileges, and obligations. At no time shall affiliate information be shared with, or sold to, other organizations or groups without the affiliates' consent. At the discretion of the Board of Directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events, or at the corporation's website..

3.03 Dues

Any dues for affiliates shall be determined by the Board of Directors.

ARTICLE IV
BOARD OF DIRECTORS

4.01 Number of Directors

The Minnesota Transportation Education and Outreach Center shall have a Board of Directors consisting of at least 5 and no more than 12 directors. Within these limits, the Board may increase or decrease the number of directors serving for the Board, including for the purpose of staggering terms of directors.

4.02 Powers

All corporate powers shall be exercised by or under the authority of the Board and the affairs of the Minnesota Transportation Education and Outreach Center shall be managed under the direction of the Board, except as otherwise provided by law.

4.03 Terms

- (a) All directors shall be elected to serve a four-year term beginning and ending with the Annual Meeting., However the term of a Director whose term is scheduled to end may be extended until a successor has been elected.
- (b) Director terms shall be staggered so that approximately half of the total number of directors will end their terms in any second year.
- (c) Directors may serve terms in succession.

4.04 Qualifications and Election of Directors

In order to be eligible to serve as a director on the Board of Directors, the individual must be 18 years of age. Representatives of affiliates shall constitute a majority of the Directors. Scheduled vacancies in the Board of Directors shall be filled at the Annual Meeting.

4.05 Vacancies

At any meeting the Board of Directors may fill vacancies resulting from resignation, death, or removal of a director, or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws. Vacancies in the Board of Directors due to resignation, death, or removal shall be filled by the board for the balance of the term of the director being replaced.

4.06 Removal of Directors

A director may be removed by two-thirds vote of the Board of Directors then in office for cause or without cause.

4.07 Board of Directors Meetings

- (a) Regular Meetings. The Board of Directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed in advance by the board. The first meeting in any calendar year shall be deemed the Annual Meeting of the Board of Directors.
- (b) Special Meetings. Special meetings of the board may be called by the president, vice president, secretary, treasurer, or any two (2) other directors of the Board of Directors. A special meeting must be preceded by at least two (2) days notice to each director of the date, time, and place of the meeting.
- (c) Waiver of Notice. Any director may waive notice of any meeting, in accordance with Minnesota Law.

4.08 Manner of Acting

- (a) Quorum. A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.
- (b) Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.
- (c) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a special or regular meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting.
- (d) Procedure. Meetings of the board and committees shall be conducted to the extent practicable in accordance with the most recent published version of Roberts Rules of Order.

4.09 Informal Action by the Board of Directors

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be given by a majority of the board members then holding office. For purposes of this section an email transmission from an email address on record constitutes a valid writing.

4.10 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies for providing reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board duties and responsibilities such as travel expenses to attend board meetings.

4.11 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided for the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board conflict of interest policy and state law.

ARTICLE V

COMMITTEES

5.01 Committees

There shall be an Executive Committee of the Board of Directors consisting of the officers of the board and up to three additional board members appointed by resolution of the board. The Executive Committee is empowered to act on behalf of the full board between regular meetings of the board, provided that any action of the Executive Committee may be superseded by the full board at its next regular or special meeting. The Board of Directors may, by resolution designate one or more additional committees, each consisting of two or more directors, to serve at the pleasure of the board.

5.02 Meetings and Action of Committees

Meetings and action of the committees shall be governed by and held and taken in accordance with and to the extent practicable, the provisions of Article IV of these Bylaws for meetings of the board.

ARTICLE VI

OFFICERS

6.01 Board Officers

The officers of the corporation shall be a board president, vice-president, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the Board of Directors. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. The board may also appoint such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine. One person may hold two or more board offices, but no board officer may simultaneously serve as president and treasurer.

6.02 Term of Office

Each officer shall serve a one year term of office and may not serve more than three (3) consecutive terms of office. Each board officer's term of office shall begin upon the adjournment of the board meeting at which elected and shall end upon the adjournment of the board meeting during which a successor is elected.

6.03 Removal and Resignation

The Board of Directors by a majority vote of the directors then serving may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the secretary or president without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

6.04 Board President

The board president shall be the chief volunteer officer of the corporation. The board president shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors.

6.05 Vice President

In the absence or disability of the board president, the vice president shall perform the duties of the board president. When so acting, the vice president shall have all the powers of and be subject to the same limitations as the board president. The vice president shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the board president.

6.06 Secretary

The secretary shall keep or cause to be kept a book of minutes of all meetings of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary in order to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by these Bylaws. The secretary shall have other such powers and perform other such duties as may be prescribed by the Board of Directors or the board president. The secretary may appoint, with the approval of the board, an assistant secretary to assist in performance of all or part of the duties of the secretary.

6.07 Treasurer

The treasurer shall be lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed through periodic financial statements and other appropriate documents of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the boards of directors on a timely basis or as may be required by the Board of Directors. The treasurer shall perform all other duties properly required by the Board of Directors or the board president. The treasurer may appoint, with the approval of the Board of Directors, a qualified person to perform part of the duties of the treasurer.

6.08 Non-Director Officers

The Board of Directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

ARTICLE VII **FINANCIAL MATTERS**

7.01 Contracts and Other Writings

Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants and other agreements of the corporation shall be executed on its behalf by the president, treasurer or other person to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

7.02 Checks, Drafts

All checks, drafts, electronic funds transfers, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the board.

7.03 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the board or other designated committee of the board may select.

7.04 Loans

No loans shall be contracted on behalf of the organization and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances. The corporation may not make loans to, or receive loans from, any director, officer, agent, or employee of the corporation.

7.05 Indemnification

The corporation shall indemnify any and all persons who may serve or who served as Directors or Officers of the corporation and their respective heirs, administrators, successors and assigns, against any and all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any proceedings to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a Director or Officer of the corporation, except in relation to matters in which any such Director or officer or former Director or officer shall be adjudged in any action, suit or proceeding to be liable for his or her own negligence or misconduct in the performance of his or her duties as a Director or officer. In the event of a settlement of the adjudication, the indemnification herein shall apply only when in the opinion of independent counsel selected by the Board of Directors or in a manner determined by the Board of Directors, there are not reasonable grounds for such persons to be adjudged liable for negligence or misconduct in the performance of his or her duties as a Director or officer. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under these Bylaws, an agreement, a vote of members, or as a matter of law or otherwise. The corporation shall indemnify its Directors and officers to the full extent permitted by Minnesota law.

**ARTICLE VIII
MISCELLANEOUS****8.01 Books and Records**

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by Board of Directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporations Articles of Incorporation and Bylaws as amended to date. The maintenance and preservation of these documents are duties of the Secretary.

8.02 Fiscal Year

The fiscal year of the corporation shall be from January 1 to December 31 of each year.

8.03 Conflict of Interest

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, agent, employee, affiliate, or member of a committee with board delegated powers. Each year all directors, officers, agents, employees, and members of a committee shall execute a Conflict of Interest statement in a form as adopted by resolution of the board. The Secretary shall compile and maintain these executed statements.

8.04 Non-Discrimination Policy

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a non-discriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of the Transportation Education and Outreach Center not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service of affiliation, color, religion, or national origin.

8.05 Bylaw Amendments

These Bylaws may be amended, altered, appealed, or restated by a vote of the majority of the Board of Directors then in office at a meeting of the board, provided:

- (a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501- (c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code; and
- (b) that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by two-thirds vote of a quorum of directors at a board meeting; and
- (c) that all amendments be consistent with the Articles of Incorporation; and
- (d) that all members of the Board of Directors are given at least ten days notice of the meeting at which the amendments will be considered, which notice shall contain the language of the proposed amendments.

ARTICLE IX

TRANSPARENCY AND ACCOUNTABILITY – DISCLOSURE OF INFORMATION WITH THE GENERAL PUBLIC

9.01 Purpose

By making full and accurate information about its mission, activities, financing, and governance publicly available, the Minnesota Transportation Education and Outreach Center practices and encourages transparency and accountability to the general public. The Board of Directors of the corporation shall adopt and implement a Policy on Information Disclosure which will:

