BYLAWS
OF
MINNESOTA LEADERSHIP COUNCIL ON AGING
Approved February 2, 2015
Amended June 14, 2017

ARTICLE I
MEMBERS

Section 1.01. Members. The Members of this corporation (referred to herein as “the Council”) shall consist of the Founding Members, as defined herein, and such other Members as are from time to time elected by the Members. Founding Members and other Members may be referred to collectively as Members and individually as Member.

Members shall be elected, have such rights, duties, privileges and responsibilities, and be governed by such policies and procedures as may be set forth in these Bylaws, and in the Minnesota Nonprofit Corporation Act.

Section 1.02. Founding Members. The Founding Members are:

- AARP Minnesota
- Alzheimer's Association Minnesota - North Dakota Chapter
- Amherst H. Wilder Foundation
- Care Providers of Minnesota
- DARTS
- FamilyMeans
- Leading Age Minnesota
- Living at Home Network
- Lutheran Social Service of Minnesota
- Mature Voices of Minnesota
- Minnesota Association of Area Agencies on Aging
- Minnesota Adult Day Services Association
- Minnesota Gerontological Society
- Minnesota HomeCare Association
- Minnesota Medical Directors Association
- Minnesota Network of Hospice and Palliative Care
- Senior Community Services
- University of Minnesota Center on Aging/MN Area Geriatric Education Center
- Vital Aging Network
- Volunteers of America Minnesota
Section 1.03. Member Qualifications. The qualifications for being a Member of the Council are:

- Be a non profit organization or a membership organization whose members are primarily non profit organizations
- Have a mission and mission statement consistent with the purposes of the Council as stated in Article II of the Articles of Incorporation of the Council
- Have public policy positions and approaches compatible with those of the Council
- Desire to serve as change agent in the field of older adult services
- Pay annual membership dues in full and on time
- Active participation in the activities of the Council through its Voting Delegate, which shall include active participation in at least one (1) Council Committee established by the Members and/or participation on the Board of Directors

Section 1.04. Election of Members. An organization, other than a Founding Member, seeking election as a Member shall complete an application form prescribed by the Board of Directors. The Nominating Committee shall review the application and make a recommendation to the Members. An organization must be approved as a Member by the Members according to procedures established from time to time. A new Member must pay annual dues in full before Member status is conferred, regardless of the date at which the Member is elected as a Member.

Section 1.05. Dues; No Assignment. Each Member shall pay annual membership dues in full by no later than September 1 of each calendar year. Membership may not be transferred or assigned to a person or another organization.

Section 1.06. Resignation. A Member may resign from membership at any time by filing a written resignation with the Secretary of the Council. Upon resignation, there shall be no refund of dues paid.

Section 1.07. Termination. A Member may be temporarily suspended, or permanently terminated, for cause which shall include, but not be limited to, the Member’s failure to satisfy the qualification of membership set forth in Section 1.03 of these Bylaws, by the vote of not less than two-thirds (2/3) of the Directors present at any regular or special meeting of the Board of Directors at which a quorum is present, provided that notice of such proposed action shall have been duly given in the notice of the meeting and provided that the Member has been informed of what acts the alleged cause consists of at least fifteen (15) days prior to the date of such meeting. The Member whose membership is proposed to be suspended or terminated shall be given an opportunity to be heard at such meeting.

Section 1.08. Reinstatement. Upon written request of a former Member filed with the Secretary of the Council, the Board of Directors may reinstate a former Member to membership upon such terms as the Board of Directors may deem appropriate.
Section 1.09. **Reserved Powers of the Members.** The Members, acting through the Voting Delegates, have the following reserved powers, which may not be exercised by the Board of Directors, the Officers, the Council Committees or Council Committee Chairs, or any individual Member, unless specifically delegated in writing:

- Establish Council Committees and elect Council Committee Chairs;
- Elect Officers
- Elect Directors at Large
- Approve the Council’s mission and strategic direction
- Approve any public policy position to be taken by the Council
- Approve amendments to Articles of Incorporation and Bylaws
- Approve Council’s major activities

ARTICLE II
MEETINGS OF MEMBERS

Section 2.01. **Annual Meeting.** The Members shall meet annually, whether in person, by remote communication, or by written ballot, each as provided for herein, to elect the Officers, Committee Chairs, and Directors at Large (if any), and for transacting such other business as may properly come before the meeting. An annual meeting being held in person or by remote communication may be adjourned to such other date, time and place as a majority of the Members present at such meeting may determine. The date, time, and place of a meeting in person or by remote communication, or other mode of taking action for such purposes shall be determined by the Board of Directors.

Section 2.02. **Regular Meetings.** Regular meetings of the Members may be called by the Chair at any time, by the Vice Chair in the event of the Chair’s absence, inability, or failure to act, and shall be called by the Chair or Vice Chair whenever requested to do so in writing by a majority of the Directors or by not less than three (3) Members. Meetings shall be held at such date, time and place as may be fixed by the Board of Directors.

Section 2.03. **Notice of Meetings.** Notice of any meeting of the Members shall be delivered personally, by mail, telephone, facsimile or electronic transmission to each Member, addressed to the Member in care of the Voting Delegate of the Member. The notice shall state the date, time and place of the meeting but need not state the purposes thereof except as otherwise provided in these Bylaws or required by law.

If personally delivered or communicated by telephone or facsimile or electronic transmission, such notice shall be delivered at least five (5) days prior to the meeting, but not more than thirty (30) days prior to the meeting. If delivered by mail, such notice shall be mailed
at least ten (10) days prior to the meeting, but not more than thirty (30) days prior to the meeting and shall be deemed delivered when deposited in the United States mail with postage prepaid.

If the date, time and place of a meeting of the Members have been announced at a previous meeting of the Members, no notice is required. No notice as to the date, time and place at which a reconvened meeting will be held need be given other than by announcement at the meeting at which adjournment is taken.

Section 2.04. Quorum, Vote, Voting Delegates, and Proxies. Fifty-one percent (51%) of the Voting Delegates shall constitute a quorum of the Members.

Each Member shall be entitled to appoint one Voting Delegate who is entitled to vote on behalf of the Member at all meetings of the Members. The Voting Delegate of a Member must be the chief executive officer of the Member or an individual concurrently serving in an executive leadership position of the Member, and must have the authority to commit the resources of the Member to the activities of and positions taken by the Council.

Each Member shall inform the Secretary of the names and contact information for its Voting Delegate. Each Voting Delegate shall register at any meeting of the Members. Such registration shall create a rebuttable presumption concerning the authority of the Voting Delegate to represent and vote for the Member. The Voting Delegate of any Member, or any Director of the Council, may assert a challenge to the authority of a Voting Delegate, which challenge must be made to the presiding Officer of the Council prior to any vote of the Members being taken at the meeting. The authority of a Voting Delegate may be revoked by the Member by providing notice to the Secretary at any time. Any Voting Delegate may resign at any time by giving written notice of resignation to the Member; in such case, the Member shall give notice to the Secretary.

Each Voting Delegate shall vote in person, except as provided in Sections 2.06 and 2.07. Each Voting Delegate shall be entitled to one (1) vote at any meeting. A Voting Delegate may authorize a proxy to cast the vote of the Voting Delegate by (1) filing with the Secretary at or before the meeting at which the appointment is to be effective a written, non electronic statement of appointment of a proxy signed by the Voting Delegate, or (2) by telephonic transmission or authenticated electronic communication of a statement of appointment of a proxy to the Secretary, whether or not accompanied by written instructions of the Voting Delegate, at or before the meeting at which the appointment is to be effective. The statement of proxy shall designate the timeframe for which the proxy’s voting authority is effective, which shall not exceed three years from the date of the execution of the proxy statement. Notwithstanding the appointment of a proxy, the Voting Delegate revokes the power of the proxy to vote when the Voting Delegate participates in a meeting of the members and casts a vote. The Voting Delegate may revoke a proxy appointment by signing and delivering to the Secretary either a writing stating that the appointment of the proxy is revoked or a later appointment form.
Except as otherwise provided by law, by Section 2.07, and with respect to approval of the Council’s mission and strategic direction and any public policy position to be taken by the Council (as referenced in Section 1.09, all questions shall be decided by a majority vote of the Voting Delegates and duly authorized proxies present in person and entitled to vote at the meeting at which a quorum is present. Approval of the Council’s mission and strategic direction, and any public policy position to be taken by the Council must be decided by an affirmative vote of two-thirds of the Voting Delegates and duly authorized proxies present and entitled to vote in person at the meeting at which a quorum is present.

**Section 2.05. Adjournment and Reconvening of Meetings.** In the absence of a quorum, any meeting of the Members may be adjourned to another date, time and place by a majority of Members present. No notice as to the date, time, and place at which the reconvened meeting need be given other than by announcement at the meeting at which the adjournment is taken. At a reconvened meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting as originally noticed.

**Section 2.06. Meetings by Means of Remote Communication.** Members may participate in a meeting through the use of any means of remote communication, as long as all persons participating in such meeting are able to participate with every other person, and as long as notice of the meeting is given to every Member, and if the number of Members participating in the meeting is sufficient to constitute a quorum. Participation in a meeting pursuant to this section constitutes presence in person at such meeting.

**Section 2.07. Unanimous Written Actions.** An action required or permitted to be taken at any meeting of the Members, or any Council Committee thereof, may be taken without a meeting by a written action signed, or counterparts of a written action signed in the aggregate, or consented to by authenticated electronic communication in the aggregate, by the Voting Delegates of all Members.

**Section 2.08. Written Ballot.** An action required or permitted to be taken at a meeting of the Members, or any Council Committee thereof, may be taken by written ballot. The written ballot must:

- Be delivered to every Member entitled to vote on the proposed action;
- Set forth the proposed action;
- Provide an opportunity to vote for or against the proposed action;
- Indicate the number of responses needed to meet quorum requirements;
- State the percentage of approvals necessary to approve the proposed action;
- Specify the date and time by which a ballot must be received in order to be counted.
A matter may be approved by the affirmative vote of at least a majority of those voting by written ballot, so long as the quorum requirements of Section 2.04 are met. Once received, a written ballot may not be revoked.

ARTICLE III
BOARD OF DIRECTORS

Section 3.01. General Powers. The governance, management, and direction of the property, business and affairs of the Council, except for those matters reserved to the Members pursuant to these Bylaws, shall be within the authority of the Board of Directors, hereinafter sometimes referred to as the “Board.” The Board shall have all authority of the board of directors under applicable Minnesota law, subject to and consistent with the express provisions of the Articles of Incorporation and these Bylaws.

Section 3.02. Categories of Directors. The Board shall consist of the Officers elected pursuant to Section 4.02 (not including the Executive Director), the Immediate Past Chair, the chairs of each Council Committee elected pursuant to Section 5.01, and such additional Voting Delegates as may be elected from time to time by the Members who shall be referred to as Directors at Large. The terms Director or Directors shall refer to all categories of Directors.

Section 3.03. Qualifications and Election of Directors. The Members through their Voting Delegates shall elect the Directors at Large after consideration of the slate of nominees submitted by the Nominating Committee. Individuals not nominated by the Nominating Committee may be elected by the Members.

Section 3.04. Term of Office. Each Director at Large shall serve for a term of three (3) years (a "full term"), with such term expiring at the adjournment of the annual meeting of the Board in the appropriate year, or until the Director’s earlier death, disqualification, resignation or removal. Terms of the Directors at Large shall be staggered so that, as nearly as possible, the terms of one-third (1/3) of the Directors at Large expire each year, and terms may be adjusted by an affirmative vote of the Members as necessary to maintain such staggering of terms.

No Director at Large shall serve for more than three (3) consecutive full terms. Persons shall again be eligible for election as a Director at Large following at least a one (1) year break in service as Director at Large. A term of less than three (3) years established to implement a staggering of terms shall not be considered a "full term" for purposes of this Section 3.04. A partial term shall not be considered a "full term" for purposes of this Section 3.04.

Section 3.05. Removal, Resignation, and Filling Vacancies. The Members may, by the affirmative vote of a majority of the disinterested Members, remove a Director with or without cause.
The resignation of a Director is effective without acceptance and when the notice is given to the Council, unless a later effective time is specified in the notice.

Should a vacancy in a seat held by a Director at Large occur for any reason, the Members may fill the vacancy after consideration of nominees designated by the Nominating Committee pursuant to Section 5.03 of these Bylaws; such Director at Large shall serve for the remainder of the unexpired term.

**Section 3.06. Voting Rights of Directors.** Each Director shall be entitled to one (1) vote on all matters before the Board. There shall be no voting by proxy.

**Section 3.07. Place of Meetings.** The Board may hold its meetings at such place or places, within or without the State of Minnesota, as it may from time to time determine.

**Section 3.08. Meetings.** Regular meetings of the Board shall be held at such frequency, time, and place, as the Board shall from time to time determine. Special meetings of the Board for any purpose or purposes may be called by the Chair, Executive Director, or any three (3) or more Directors. At each meeting of the Board, the Chair or, in his or her absence, the Vice-Chair, shall preside. The Secretary or, in his or her absence, any person whom the Chair shall appoint, shall act as Secretary of the meeting.

**Section 3.09. Notice of Meetings.** Notice of any meeting of the Board shall be delivered personally or by mail to each Director, addressed to the Director at the Director’s residence or usual place of business, or may be delivered by telephone or facsimile transmission or by electronic transmission through the contact information as may be provided from time to time by each Director. The notice shall state the date, time and place of the meeting but need not state the purposes thereof except as otherwise provided in these Bylaws or required by law.

If personally delivered or communicated by telephone or facsimile or electronic transmission, such notice shall be delivered at least two (2) days prior to the meeting, but not more than thirty (30) days prior to the meeting. If delivered by mail, such notice shall be mailed at least five (5) days prior to the meeting, but not more than thirty (30) days prior to the meeting and shall be deemed delivered when deposited in the United States mail with postage prepaid.

If the date, time and place of a meeting of the Board have been announced at a previous meeting of the Board, no notice is required. No notice as to the date, time and place at which a reconvened meeting will be held need be given other than by announcement at the meeting at which adjournment is taken.

**Section 3.10. Quorum.** A majority of all Directors then holding office shall constitute a quorum at any meeting of the Board. The act of the majority of Directors present at any meeting at which a quorum is present shall be considered the act of the Board. In the absence of a quorum,
a majority of Directors present may adjourn any meeting from time to time until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal of Directors originally present leaves less than the number otherwise required for a quorum.

**Section 3.11. Meetings by Means of Remote Communication.** Meetings of the Board may be held through the use of any means of remote communications, so long as all individuals participating in such meeting can participate with every other individual. Participation in a meeting pursuant to this paragraph constitutes presence in person at such meeting.

**Section 3.12. Written Action of Directors.** Any action that may be taken at a meeting of the Board may be taken without a meeting if authorized in a written action signed, or counterparts of a written action signed in the aggregate, or by authenticated electronic communication in the aggregate, by the number of Directors that would be required to take the same action at a meeting of the Board at which all of the Board were present.

**Section 3.13. Compensation.** Directors shall receive no compensation for services rendered to the Council in their capacities as Directors. Notwithstanding the foregoing, Directors may be employed by the Council and paid reasonable compensation for those services other than their duties as Director. In any event, Directors may be reimbursed for such reasonable expenses necessarily incurred by them in rendering such services as the Board may from time to time determine to be directly in furtherance of the purposes of, and in the best interests of, the Council.

**ARTICLE IV
OFFICERS**

**Section 4.01. Officers.** The Officers of the Council shall consist of an Executive Director, a Chair, a Vice-Chair, a Secretary, a Treasurer, and an Immediate Past Chair. One (1) person may hold more than one (1) office, except that the Executive Director may not concurrently hold any other office (other than assistant Secretary or assistant Treasurer), and except that the Chair may not concurrently hold the office of Secretary or Treasurer. The Chair, Vice-Chair, Secretary, Treasurer and Committee Chairs shall be selected from among the Voting Delegates.

**Section 4.02. Election, Removal, and Vacancies.** The Officers shall be elected by the Members pursuant to Section 2.01, or at such other meeting as may be deemed necessary, and shall hold office until his or her successor shall be elected and qualified to serve. All Officers shall be elected for terms of one (1) year. The Executive Director shall hold office at the pleasure of the Members. No Chair or Treasurer shall serve for more than three (3) consecutive full terms.

In the event that the term limit of the individual who is Immediate Past Chair shall have expired, the Board of Directors shall have the authority to retain this individual on the Board, in the position of Immediate Past chair, until such a time as another individual holds said office.
Any Officer may be removed with or without cause by the affirmative vote of a majority of Members. Any vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled at a duly called meeting of the Member for the remainder of the term of the vacant office.

Section 4.03. Executive Director. The Executive Director shall be considered the president of the Council and shall be appointed by the Board. He or she shall have general active management of the business and affairs of the Council and shall have the necessary authority and responsibility to operate the Council in all of its activities, subject to such policies as may be adopted and such actions as may be taken by resolution adopted by the Members or Board of Directors. He or she shall act as the duly authorized representative of the Board in all matters in which the Board has not formally designated some other person to so act, and shall possess the power to sign all certificates, contracts, or other instruments of the Council unless specified otherwise by the Board. The Executive Director shall develop mechanisms to implement the policies established by the Board and ensure that all orders and resolutions of the Board are carried into effect. The Executive Director shall exercise and perform such other powers and duties as may be prescribed by the Board from time to time.

Section 4.04. Chair. The Chair shall preside at all meetings of the Members, Board and Executive Committee, if one is established. The Chair shall exercise and perform such other powers and duties as may be prescribed by the Members from time to time. At the expiration of his or her term the Chair shall then serve as Immediate Past Chair.

Section 4.05. Vice-Chair. In the absence of the Chair or in the event of the Chair's disability, inability, or refusal to act, the Vice-Chair shall perform all of the duties of the Chair and, when so acting, shall have all of the powers of the Chair. The Vice-Chair shall exercise and perform such other powers and duties as may be prescribed by the Members from time to time. The Vice-Chair position is assumed to be a successor position to the Chair.

Section 4.06. Secretary. The Secretary shall keep or cause to be kept at the registered office or at such other place as the Members and Board may order, a book of minutes of all meetings of the Members and Board with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the name or names of those present at Member and Board meetings, and the proceedings thereof. The Secretary shall give or cause to be given notice of all the meetings of the Members and Board required by these Bylaws or by law to be given, and shall exercise and perform such other powers and duties as may be prescribed by the Members from time to time.

Section 4.07. Treasurer. The Treasurer shall be responsible for the funds of the Council. Acting under the direction of the Members and Board, the Treasurer shall see that a true and accurate accounting of the financial transactions of the Council is made and that reports of such
transactions are presented to the Members and Board regularly. The books of account shall at all times be open to inspection by any Member or Director. The Treasurer shall be charged with safeguarding the assets of the Council in accordance with the established policies of the Council. The Treasurer shall exercise and perform such other powers and duties as may be prescribed by the Members from time to time.

**Section 4.07. Immediate Past Chair.** The Immediate Past Chair shall be available to the President, Executive Committee and Board to provide advice and counsel, historical perspective, and institutional knowledge. The Immediate Past Chair shall perform such other duties as assigned by the Board.

**ARTICLE V COMMITTEES**

**Section 5.01. Committees Generally.** The Members and the Board may by resolution create such committees as each sees fit. Committees shall exercise such power and carry out such functions as are designated in these Bylaws or as may be determined or delegated by the Members or the Board, respectively, pursuant to resolutions adopted from time to time. Each committee shall have a chair as elected by the Members. Committees may choose a vice chair to service in a supporting role to the committee and/or in the absence of the chair, however, the vice chair position is not an elected position nor does the vice chair position hold a seat on the Board by virtue of being a vice chair. Council Committees established by the Members shall be comprised of Voting Delegates and may include other individuals as may be determined necessary by the chair(s) of the respective Council Committee. Board Committees established by the Board shall be comprised of Directors only. Each committee shall have the rights, powers, authority, duties, and responsibilities from time to time determined by the Members or the Board, respectively, and shall have no power to act except as specifically directed by the Members or the Board, respectively, and shall at all times be subject to the direction and control of the Members or the Board, respectively.

**Section 5.02. Board Executive Committee.** If the Board establishes a Board Executive Committee, the Board Executive Committee shall include the Chair, the Vice-Chair, the Treasurer and the Secretary, and such other Directors as the Board may designate from time to time. The Executive Director shall be a non-voting member of the Board Executive Committee. The Board Executive Committee shall have the authority of the Board in the management of the business of the Council in the interval between Board meetings, and the Board Executive Committee shall at all times be subject to the control and direction of the Board. The Board Executive Committee shall have such other duties as may be prescribed by the Board from time to time.

**Section 5.03. Nominating Committee of the Council.** There shall be a Nominating Committee of the Council (whose functions may be assigned to any other committee established by the Members) that shall be responsible for developing a slate of nominees for additional
Members, and for Council Committee Chairs, Directors at Large and Officers whose terms are expiring each year or whose terms are vacant, and for performing such other nominating functions as set forth in these Bylaws or as the Members or Board may from time to time direct. The Members shall elect the members of the Nominating Committee at its annual meeting and from time to time as needed.

The Nominating Committee shall develop a slate of nominees for each position and submit such slate to the Members. When making nominations, the Nominating Committee shall consider each organization’s and individual’s demonstrated willingness to accept responsibility for governance and membership and its, his, or her availability to participate actively in the activities of the Council, and shall select organizations and individuals who bring a variety of interests and expertise to the Council.

**Section 5.04. Meetings, Quorums, and Manner of Acting.** Meetings of a committee shall be held on the call of the Chair, the Executive Director, the chair of the committee, or any two (2) members of the committee. The provisions of Sections 3.11 through 3.15 of these Bylaws are applicable to each committee. Each committee shall keep minutes of its meetings and submit such minutes to the Members and Board upon request from time to time.

**ARTICLE VI**  
**BOOKS AND RECORDS, FISCAL YEAR**

**Section 6.01. Books and Records.** The Board shall cause to be kept:

(a) records of all proceedings of the Members, Board, and committees; and

(b) such other records and books of account as shall be necessary and appropriate to the conduct of the business of the Council.

**Section 6.02. Documents Kept at Registered Office.** The Board shall cause to be kept at the registered office of the Council originals or copies of:

(a) records of all proceedings of the Members, Board, and committees;

(b) all financial statements of the Council; and

(c) Articles of Incorporation and Bylaws of the Council and all amendments and restatements thereof.

**Section 6.03. Audit.** The Board may cause the records and books of account of the Council to be audited at least once in each fiscal year and at such other times as it may deem necessary or appropriate, and may retain such person or firm for such purposes as it may deem appropriate.
Section 6.04. Fiscal Year. The fiscal year of the Council shall begin on July 1st and end on June 30th of each calendar year.

Section 6.05. Seal. The Council shall have no corporate seal.

ARTICLE VII
WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given by these Bylaws or the Articles of Incorporation of the Council or any of the corporate laws of the State of Minnesota, such notice may be waived orally or in a writing signed by the person or persons entitled to said notice, whether before, at, or after the time stated therein, or before, at, or after the meeting. A Voting Delegate, Director, or committee member, by his or her attendance at any meeting of the Members, Board, or committee respectively, shall be deemed to have waived notice of such meeting, except where the Voting Delegate, Director, or committee member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting.

ARTICLE VIII
INDEMNIFICATION

The Council shall indemnify each Voting Delegate, Director, Officer, agent, or committee member, and other persons for such expenses and liabilities, in such manner, under such circumstances and to such extent as permitted by any applicable law.

ARTICLE IX
CONFLICTS OF INTEREST; CONFIDENTIALITY

Section 9.01. Conflicts of Interest. The purpose of the conflict of interest policy of the Council is to protect the Council’s interest when it is contemplating entering into a transaction or arrangement, or taking any other action, that might benefit the private interest of an interested person or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest.

Any interested person (as defined herein) who is interested in a matter, contract, transaction or other action (as defined herein) presented to the Board or a committee for action, authorization, approval, or ratification shall (unless his or her interest therein is obvious from the matter, contract, transaction, or other action itself), without request, make a prompt, full, and frank disclosure of his or her interest therein to the Board or the committee, prior to action upon the matter, contract, transaction, or other action. The disclosure (if required) shall include all material facts about the matter, contract, or transaction. The interested person shall then remove
himself or herself from the meeting room or from the communication means by which the meeting is being held.

The body to which the disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be deemed to exist. If the body to which the disclosure is made determines that a conflict exists or can reasonably be deemed to exist, that fact shall be noted in the minutes of the meeting at which the matter, contract, or transaction is considered or acted upon, and the interested person shall not vote on, nor use his or her personal influence on, nor participate further (other than to present factual information or to respond to questions) in, the discussion or deliberations with respect to the matter, contract, transaction or other action. The interested person shall not be counted in determining the presence of a quorum at any meeting where the matter, contract, transaction, or other action is considered or acted upon.

The body shall exercise due diligence, including when appropriate, investigation of alternatives to the proposed matter, contract, transaction, or other action. A matter, contract, transaction, or other action wherein a conflict of interest exists or is deemed to exist with respect to one or more members of the body voting on the matter, contract, transaction, or other action may be approved by the body if the body determines that it is in the best interests of the Council for the Council’s benefit and is fair and reasonable to the Council and with respect to matters, contracts, transactions or other action shall be approved by a majority of the body.

The minutes of the meeting of the body voting on the matter shall reflect the disclosure made, the vote on the existence of a conflict, and, where applicable, the interested person's abstention from voting and participation, the names of other participants in the meeting, a record of the discussion at the meeting, a record of votes taken at the meeting, and whether a quorum was present.

If the body voting on the matter has reasonable cause to believe that an interested person has failed to disclose actual or potential conflicts of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose. If the body voting on the matter determines that the interested person has failed to disclose an actual or potential conflict of interest, the body shall take appropriate corrective action.

For purposes of this provision, a person shall be deemed to be an “interested person” if the person is a Voting Delegate, Director, Officer, key employee, or member of a committee. An interested person shall be deemed to be "interested" in a matter, contract, transaction or other action of the Council if he or she is involved in the matter or is the party (or one of the parties) proposing to contract or otherwise relate to the Council, or is a shareholder, partner, employee, Officer, or Director of, or has a material financial or influential interest in, either directly or indirectly and either actual or potential, through business, investment or family, or has an actual
or potential compensation arrangement (including direct and indirect remuneration as well as gifts or favors which are not insubstantial) with, the entity proposing to contract or otherwise relate to the Council.

In furtherance of this Article, all interested persons of the Council shall comply with any and all policies adopted by the Members or Board from time to time regarding conflict of interest and all rules regarding conflict of interest set forth in the Minnesota Nonprofit Corporation Act and Minnesota law generally. An interested person shall abstain from voting on and providing information related to the interested person’s compensation. Each interested person of the Council shall, annually, execute a statement affirming his or her receipt of, reading of, understanding of, and agreement with this conflict of interest provision and all policies adopted by the Council regarding conflict of interest, and his or her understanding that the Council is a charitable organization which at all times must engage primarily in activities which accomplish one or more of its tax exempt purposes in order to maintain its federal tax exemption. The Council shall engage in periodic reviews of its activities, including its compensation arrangements and benefits, to determine if its activities are fair and reasonable, result of arm’s length bargaining, reflect adequate due diligence, further the Council’s charitable purposes and do not result in private inurement, impermissible private benefit, or in an excess benefit transaction. The Council may utilize such outside advisors and survey data as it deems prudent in the conduct of such periodic reviews.

Section 9.02. Confidentiality. Voting Delegates, Directors, Officers, key employees, and all members of any committee (collectively, "insiders") shall keep confidential all information concerning the Council, including without limitation, trade secrets and business information, and shall not disclose any such information to any person, firm, payor or other third party without the written consent of the Council, nor use any such information for any purpose other than as authorized by or for the benefit of the Council. Any disclosure or use of information concerning the Council in violation of this Section 9.02 shall be grounds for removal from the role the insider served with the Council, at the option of the Council and shall subject the party, in addition, to any damages for breach of this Section 9.02 or remedies available to the Council at law or in equity, including, without limitation, the right to obtain injunctive relief to prevent any threatened or pending disclosure or use of information in violation of this Section 9.02. This duty of confidentiality and nondisclosure shall not apply to sharing of information with other insiders, work performed within and on behalf of the Council, and in circumstances for which the Members or Board has determined that information will not be subject to this provision. Each insider shall also comply with state and federal law and regulation concerning confidentiality of records.

ARTICLE VIII
AMENDMENTS

The Articles of Incorporation of the Council may be amended or restated, and these Bylaws may be amended, repealed, or new Bylaws may be adopted only by the affirmative vote of a
majority of the total number of Directors then holding office and by the affirmative vote of a majority of Voting Delegates present and voting at which a quorum of Members is present and voting.

The foregoing Bylaws of Minnesota Leadership Council on Aging were adopted by the Incorporator by written action effective as of the date the Articles of Incorporation of Minnesota Leadership Council on Aging were filed with the Office of the Minnesota Secretary of State.

Dated: _02/05_____________, 2015

MINNESOTA LEADERSHIP COUNCIL ON AGING

By:_Barb Blummer_________________________
   Incorporator