

AMENDED AND RESTATED BYLAWS

OF

CANNON VALLEY ELDER COLLEGIUM

[Approved October 18, 2023]

1. ORGANIZATION.

1.1 **Name.** The name of the corporation is Cannon Valley Elder Collegium (CVEC). It is a nonprofit corporation organized under Chapter 317A of the Minnesota Statutes.

1.2 **Mission.** The mission of CVEC is to make community educational resources accessible to seniors and to be a center for lifelong learning by providing non-credit college-level liberal arts courses.

1.3 **Offices.** CVEC may have a principal office and other offices as the Board of Directors may designate from time to time. The registered office and registered agent of CVEC may be changed from time to time by the Board of Directors.

1.4 **Fiscal Year.** The fiscal year of CVEC shall end on the last day of June in each year.

2. MEMBERS.

2.1 **Eligibility.** CVEC shall have Members. Any individual who is or at any time has been a student in a CVEC course, who is or at any time has been an instructor in a CVEC course, or who is or at any time has been a financial donor to CVEC, is a Member of CVEC, without the need for any further action or approval. An individual may request to be removed as a Member.

2.2 **Rights and Privileges.** Only persons who are Members of CVEC are eligible to serve on the CVEC Board of Directors or on any CVEC committee. In addition, Members shall have other rights and privileges as set forth in these Bylaws or by Board action from time to time. Members shall have no voting rights. Memberships are not transferable.

2.3 **Annual Meeting.** The annual meeting of the Members will be held at the time and place established each year by the Board of Directors. The Chair of the Board, or in the Chair's absence the Vice Chair, or in their absence any person chosen by the Chair, will preside over the meeting. The Secretary of CVEC will act as secretary of the meeting, but, in the absence of the Secretary, the presiding officer may appoint any other person to act as secretary of the meeting. The meeting will include a report on the operations and financial position of CVEC.

2.4 **Notice of Meeting.** CVEC will give not less than thirty (30) days' written notice of the annual Member meeting by electronic mail to all Members for whom CVEC has an email address. Other forms of notice may be given to the Members and to the public at CVEC's discretion, including but not limited to notice on CVEC's website.

3. **BOARD OF DIRECTORS.**

3.1 **General Powers.** The Board of Directors is responsible for the overall policy and direction of CVEC, and delegates responsibility for day-to-day operations to the staff and Board committees.

3.2 **Number and Qualifications.** The Board of Directors will have not less than nine (9) nor more than thirteen (13) members, as determined by the Board from time to time. Only persons who are Members are eligible to serve on the Board of Directors.

3.3 **Term of Directors.** Normal terms of Board members are three (3) years, staggered so that the terms of approximately one-third (1/3) of the Directors expire each year. Except as described in Section 3.8, no Director may serve for more than two (2) consecutive three-year terms. The term of a Director begins at the adjournment of the Board meeting at which he or she is elected, and terminates at the adjournment of the Board meeting at which his or her successor is elected. A person who has served two (2) consecutive full terms shall be eligible to serve again as a Director after a three-year break in service.

3.4 **Election of Directors.** Except as described in Section 3.8, Directors will be elected by the Board of Directors at the Annual Board Meeting (see Section 3.9). No later than the February Board meeting each year (or February 15 if there is no such meeting), the Board shall (a) determine the number of Directors whose terms expire in May but who are eligible and willing to serve an additional term, (b) determine the total number of Directors desired for the coming year, and (c) instruct the Nominating Committee as to the number of new Directors needed for the coming year. Not less than fifteen (15) days before the Annual Board Meeting, the Nominating Committee shall convey to the Board a list of nominees for Director, with one (1) nominee for each seat to be filled. Each Director may vote in the election of Directors, including any vote in which she or he is a candidate. If any nominee is not elected to the Board, then that seat will remain occupied by the then-current Director until the Nominating Committee submits an additional nominee who is elected.

3.5 **Quorum.** Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the attendance of a majority of the number of Directors then in office will constitute a quorum for the transaction of business at any meeting of the Board of Directors.

3.6 **Manner of Acting.** Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the affirmative vote of a majority of the Directors then in office is required for an act of the Board of Directors. Voting by proxy is not permitted at a meeting of the Board of Directors.

3.7 **Resignation and Removal.** A Director may resign at any time by filing a written resignation with the Chair. Any Director may be removed from office, with or without cause, by a vote of the Directors at a duly called meeting of the Board.

3.8 **Vacancies.** Any vacancy occurring on the Board of Directors for any reason will be filled by the Directors. Upon the occurrence of a vacancy, the Board will instruct the Nominating Committee to nominate a candidate within sixty (60) days, or such other time frame as determined by the Board. The Board shall act on that nomination no later than the regular Board meeting immediately following the receipt of the nomination. The person elected to fill a

vacancy will serve the remainder of the unexpired term of the person who vacated the seat. If the vacancy is filled within the first or second year of a three-year term, then the initial, partial term shall be deemed the first three-year term of the Director elected; otherwise, that Director will be eligible to serve that initial, partial term and two additional three-year terms. A Board seat created by a mid-term increase in the number of Directors will be treated as a vacancy under this Section 3.8, with an initial term as determined by the Board.

3.9 Annual and Regular Meetings. The last Board meeting of the fiscal year (typically the May Board meeting) will be known as the Annual Board Meeting. By resolution, the Board of Directors may provide a schedule for the holding of the Annual Board Meeting and regular meetings. Upon approval of this schedule, no additional notice of these meetings is required. A minimum of four (4) regular meetings of the Board shall be held annually.

3.10 Special Meeting. Special meetings of the Board of Directors may be called by or at the request of the Chair, the Executive Committee, or one-third of the Directors then in office upon written request to the Chair. The person or persons calling the special meeting must state the purpose or purposes for which the meeting is called, and may fix the date, time, and place within the City of Northfield, Minnesota for the meeting.

3.11 Notice. Except as provided in Section 3.9, notice of each meeting of the Board of Directors will be delivered not less than two (2) business days prior to the meeting. Notice may be oral or written and may be communicated in person, by telephone, electronic mail, facsimile or other form of wire or wireless communication or by mail or private carrier. A notice of a special meeting shall state the purpose or purposes for which the meeting is called, and no business may be transacted at that meeting except as stated in the notice.

3.12 Conduct of Meetings. The Chair, and in her or his absence, the Vice Chair, and in their absence, any Director chosen by the Directors present, will call meetings of the Board of Directors to order and will act as chair of the meeting. The Secretary will act as secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any Director or other person present to act as secretary of the meeting.

3.13 Action Without Meeting. The Board of Directors may take action without a meeting if, and only if, a written consent describing the action to be taken is signed by all of the Directors then in office. Signatures may be delivered by electronic means. Action taken pursuant to written consent will be effective when the last Director signs the consent or upon the effective date specified in the consent.

3.14 Meeting by Conference Telephone or Similar Communication Equipment. The Board of Directors may permit any or all Directors to participate in a regular or special meeting of the Board of Directors by, or to conduct the meeting through the use of, any means of communication if (i) all participating Directors may simultaneously hear each other during the meeting, or (ii) all communication during the meeting is immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors. If a meeting is conducted through the use of electronic means, all participating Directors will be informed that a meeting is taking place at which official business may be transacted. A Director participating in a meeting by electronic means is deemed to be present in person at the meeting.

4. OFFICERS.

4.1 **Number.** The officers of CVEC will be a Chair, a Vice Chair, a Secretary, and a Treasurer, all of whom will be elected by the Board of Directors. Any two offices may be held by the same person, except the offices of Chair and Vice Chair and the offices of Chair and Secretary.

4.2 **Term of Office.** Officers are elected for one-year terms. The term of an officer begins at the adjournment of the Board meeting at which he or she is elected (typically the Annual Board meeting), and terminates at the adjournment of the Board meeting at which his or her successor is elected. The Chair and Vice Chair may serve in those respective offices for up to two (2) consecutive one-year terms; the Secretary and Treasurer may serve successive terms without limit.

4.3 **Election.** Except as described in Section 4.5, officers will be elected by the Board of Directors at the Annual Board Meeting. Beginning at the time of the February Board meeting (or February 15 if there is no such meeting), Directors may submit nominations for officers to the Executive Director, and the Executive Director will confirm that the nominees are willing to serve. Any Director may nominate any other Director and may nominate herself or himself. A person may be nominated for all four (4) offices, but will be subject to the restrictions in Section 4.1 on the offices that they can serve. The Executive Director may disclose the status of nominations to the entire Board from time to time, but shall not disclose the source of any nomination. Any person may withdraw his or her name from nomination for any office at any time. Not less than fifteen (15) days before the Annual Board Meeting, the Executive Director shall convey to the Board a full list of nominees. At the Annual Board Meeting, offices will be elected in the following order: Chair, Vice Chair, Secretary, Treasurer. Uncontested offices will be elected by voice vote. Contested elections will be by secret ballot, counted by the Executive Director and by any two (2) Directors not running for any office as chosen by the Board at the meeting. Balloting will continue until a candidate receives a majority vote of the Directors then in office. If more than two (2) persons seek an office, then the person receiving the fewest votes in a round will be dropped until a majority vote is achieved. Each Director may vote in the election of officers, including any election in which she or he is a candidate.

4.4 **Resignation or Removal.** Any officer may resign at any time by giving written notice to the Chair. Unless otherwise specified in the notice of resignation, acceptance of the resignation will not be necessary to make it effective. The Board of Directors may remove any officer at any duly called meeting of the Board.

4.5 **Vacancies.** A vacancy in any office because of death, resignation, removal, or other reason will be filled by the Board of Directors according to a process established by the Board in each instance. That process may include conducting nominations and elections at the same Board meeting.

4.6 **Chair.** The Chair will convene and preside at all meetings of the Board of Directors and the Members. The Chair will in general supervise all of the operations and affairs of CVEC.

4.7 **Vice Chair.** In the absence of the Chair, the Vice Chair will perform the duties of the Chair, and, when so acting, will have all the powers of the Chair, including presiding at meetings of the Board of Directors and the Members. The Vice Chair will perform any other duties and have any other authority as assigned by the Chair or by the Board of Directors.

4.8 **Secretary.** The Secretary will keep the minutes of meetings of the Board of Directors, the Members, and the Executive Committee, and will perform any other duties and exercise any other authority as assigned by the Chair or by the Board of Directors.

4.9 **Treasurer.** The Treasurer will (a) have oversight responsibility for all funds and financial records of CVEC, (b) report on the financial condition of CVEC to the Board from time to time and to the Members at the annual membership meeting, and (c) perform any other duties and exercise any other authority as assigned by the Chair or by the Board of Directors.

5. **COMMITTEES.**

5.1 **Committees.** There shall be at least five (5) standing committees of the Board of Directors: Executive Committee, Curriculum Committee, Finance Committee, Marketing Committee, and Nominating Committee. The Board may create ad hoc or other standing committees from time to time. Unless otherwise stated in these Bylaws, all chairs and members of committees will be nominated by the Board Chair and approved by the Board at the Annual Board Meeting, and all members of a committee serve at the pleasure of the Board. The Executive Director will serve as a non-voting member of all standing committees other than the Nominating Committee. All committee members will serve one-year terms, beginning at the adjournment of the Annual Board Meeting, and except as indicated otherwise in these Bylaws may serve successive terms without limit. Vacancies will be filled by Board Chair nomination and Board approval.

5.2 **Executive Committee.** The four Board officers will constitute the Executive Committee. The Board Chair will conduct the meetings. Except for the power to amend the Articles of Incorporation, the Bylaws, and the Policy Manual, the Executive Committee has all the powers and authority of the Board of Directors in the intervals between meetings of the Board. The Secretary will keep the minutes of meetings in the form and detail requested by the Board Chair. The Board Chair will notify the Board of any decisions made or actions taken by the Executive Committee and may, at her or his discretion, request that the Board ratify any such decisions or actions.

5.3 **Curriculum Committee.** The Curriculum Director will act as chair of the Curriculum Committee. The committee shall contain at least three (3) Board members, one of whom shall be the Board Chair, and may include non-Board Members. Non-board members may be recruited to join the Curriculum Committee at the discretion of the Committee Chair, who will present any such prospective members to the Board of Directors for approval. Normally non-Board members will be approved on a yearly basis. Committee size will be held to six members or fewer. The Curriculum Committee shall aid and advise the Curriculum Director in making course selections and shall approve the slate of courses for each term. The Curriculum Director is responsible for notifying the Board of each term's slate of courses after Curriculum Committee approval, but Board approval of those courses shall not be required.

5.4 **Finance Committee.** The Treasurer will act as chair of the Finance Committee. The committee shall contain at least two (2) other Board members, and may include non-Board Members. Non-board members may be recruited to join the Finance Committee at the discretion of the Committee Chair, who will present any such prospective members to the Board of Directors for approval. Normally non-Board members will be approved on a yearly basis. Committee size will be held to six members or fewer. The Registration/Finance Director will serve as a non-voting member. The Finance Committee is responsible for developing an annual budget to present to the full Board for approval, for providing financial reports to the Board from time to time and to the annual Member meeting, and for advising the Board on financial policy and operations. The Board or Executive Committee must approve any major change in the budget during the year.

5.5 **Marketing Committee.** The Marketing Committee will be composed of a chair and at least two (2) other Board members, and may include non-Board Members. Non-board members may be recruited to join the Marketing Committee at the discretion of the Committee Chair, who will present any such prospective members to the Board of Directors for approval. Normally non-Board members will be approved on a yearly basis. Committee size will be held to six members or fewer. The Marketing Committee is responsible for promoting CVEC and its courses to the Cannon Valley region. To that end, the committee will oversee and establish policy with respect to all interactions between CVEC and the public, including the CVEC website, newsletter, email policy, publicity, promotions, and cooperative efforts with third parties. The Marketing Committee will not promote any activities or publications unrelated to the central mission of the CVEC (see section 1.2).

5.6 **Nominating Committee.** The chair of the Nominating Committee will be a Board member. The remainder of the committee will consist of three (3) non-Board Members, each of which may serve the committee for up to six (6) successive one-year terms. The non-Board Members will be nominated each year by the Nominating Committee itself, on or about the time for the Annual Board Meeting, and approved by the Board. The Nominating Committee is responsible for recruiting and recommending for Board approval candidates to fill Board vacancies, as described in these Bylaws. The committee may solicit suggestions from the Members for Board positions and for the non-Board Members on the Nominating Committee.

6. **GENERAL.**

6.1 **Non-Discrimination.** CVEC will not discriminate in the performance of its operations on the basis of gender, race, color, national origin, disability, sexual orientation, religion, age, marital status, or on any other basis prohibited by law, except that, consistent with CVEC's mission, priority for participation in CVEC courses will generally be given to persons over fifty (50) years of age.

6.2 **Indemnification.** CVEC will, to the extent permitted by law, indemnify any person ("Indemnitee") against reasonable expenses, including attorneys' fees, incurred in good faith, and against loss or liability incurred by or asserted against the Indemnitee, in a legal matter or proceeding in which she or he is a party or is threatened to be made a party because she or he is or was a Director, officer, or employee of CVEC or a member of one of its committees. CVEC may purchase insurance for this purpose. The foregoing right to indemnification does not cover matters for which indemnity is expressly prohibited by law, or which constitutes any of the

following: (i) a knowing violation of criminal law, (ii) a transaction from which the Indemnitee derived an improper personal profit, or (iii) willful misconduct.

6.3 Transactions with Directors. Any transaction between CVEC and one or more of its Directors, whether directly or indirectly, will not be voidable by CVEC solely because of the Director's interest in the transaction if (a) the material facts of the transaction and the Director's interest were disclosed or known to, and approved by, the Board of Directors, or (b) the transaction was fair to CVEC.

6.4 Staff. Until further action by the Board, the CVEC staff shall consist of an Executive Director, a Curriculum Director, and a Registration/Finance Director, each of whom shall be hired by the Board and shall serve at the pleasure of the Board. The Executive Director will manage the day-to-day operations of CVEC, oversee staff, and in general carry out the goals and policies of CVEC. The Curriculum Director will compile a group of courses and instructors for presentation to the Curriculum Committee for each CVEC term. The Registration/Finance Director will conduct the registration process for each CVEC term and will handle all day-to-day accounting and finance matters for CVEC. Each staff member is expected to attend and, as appropriate, contribute to Board meetings.

6.5 Interests in Property. The Members, Directors, officers, and employees of CVEC do not have any right, title, or interest in the property of CVEC. In the event of the dissolution of CVEC, any assets remaining after the payment of all its debts shall be distributed to such Minnesota non-profit organizations as the Board of Directors shall determine, consistent with all applicable law.

6.6 Contracts. The Board of Directors may authorize any officer or officer's designee to enter into any contract or execute or deliver any instrument in the name of and on behalf of CVEC, and that authorization may be general or confined to specific instances. In the absence of other designation, all contracts or other instruments made by CVEC will be executed in the name of CVEC by the Chair or the Vice Chair, and if necessary, attested by the Secretary, and when so executed no other party to that instrument or any third party will be required to make any inquiry into the authority of the signing officer or officers.

7. AMENDMENTS.

7.1 By Directors. The Board of Directors may amend or restate these Bylaws, or adopt new Bylaws, at any time and from time to time, at a duly called meeting of the Board. A majority vote of the Directors then in office is required for any amendment or restatement. Proposed amendments or restatements must be made available for discussion at the previous Board meeting.

7.2 Implied Amendments. If the Board of Directors should take any action that would be inconsistent with these Bylaws, and the action is authorized by the affirmative vote of not less than the number of Directors required to amend these Bylaws, then the Bylaws will be deemed temporarily amended or suspended to the extent, but only to the extent, necessary to permit the action taken.