

**BYLAWS OF MAHKATO ORGANIZATION, INC.  
A MINNESOTA CORPORATION**

Adopted as of \_\_\_\_\_

**1. PURPOSE AND POWERS**

a) **Purpose.** The purpose or purposes of the corporation, Mahkato Organization, as established in the articles of incorporation, are those specifically designated in the Internal Revenue Code of 1986 Section 501(c)(3), as amended, or the corresponding section of any future federal tax law. The specific purpose of the corporation is as follows:

- to provide cooperative support to the Mdewakonton Association Wacipi, the Reconciliation Pow Wow, and to advance the reconciliation of all people;
- to manage and preserve the resources of Mahkato Organization to assure perpetual care for memorial and ceremonial initiatives set forth according to the by-laws;
- to support and conduct non-partisan public service, research, education, and informational or ceremonial activities and programs to advance public awareness of our universal interdependence and responsibility to care for each other and the environment;
- to promote universal commitment to non-violent conflict resolution, reconciliation, mutual cooperation, and humanitarian service;
- to build local, national, and global community with respect for and protection of our diverse cultural heritage, personal freedom, and both individual and community civil rights and dignity.

b) **Powers.** The corporation has the power to do any and all lawful acts that may be necessary or convenient to affect the corporation's purposes. It has the power to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers may include, but are not limited to, the acceptance of contributions from the public and private sectors both financial and in-kind.

c) **Limitations on Activities.** The corporation may not engage, participate, or intervene in any activities not permitted by a corporation exempt from federal income tax. The corporation may not endorse, contribute to, work for, or otherwise support or oppose a candidate for public office unless otherwise allowable by law. The assets and income of the corporation may not be distributed to or benefit the trustees, directors, officers, or other individuals, except as the the corporation is authorized to pay reasonable compensation for services rendered or expenses incurred.

2. **MEMBERS.** The corporation may have registered and non-registered members. The rights and duties of members will be defined and conveyed by the Board of Directors, as appropriate for the projects or activities in which the members participate.

a) **Membership** will be granted by open enrolment to anyone with sufficient interest to register and/or participate in the organization's activities.

b) **Member roles, groups, and committees** will be formed or modified along with activities, projects, and programs under the general management of the Board of Directors for any purpose intended to serve the organization's mission. General parameters and guidelines for planning as well as project details will be documented as amendments to these bylaws.

- c) **Meetings and communications** will be conducted both formally and informally as appropriate for each particular purpose, and may use both traditional face to face meetings and online or electronic information sharing and discussion forums.

### 3. BOARD OF DIRECTORS

- a) **Powers.** Subject to the provisions of any state law, federal law, the articles of incorporation, and the bylaws, the Board of Directors will manage all business and affairs of the corporation. All corporate powers will be exercised by or under the direction of the Board of Directors.
- b) **Standard of Care.** Each Director must exercise corporate powers and perform corporate duties loyally, in good faith, in a manner such Director believes to be in the best interest of the corporation, and with reasonable care using the ordinary prudence that a person in similar position would use under comparable circumstances. Each Director may be held accountable to evaluation by Members and/or Directors at the discretion of the Board.
- c) **Qualifications.** To serve as a Director, an individual must:
- be committed to the organization's mission and to adapting and reconciling diverse interests and perspectives for mutual benefit in service of that mission;
  - be dedicated to team dynamics and to leadership recognition and development;
  - and must have adequate experience or study of not for profit and general business practices and principals, as well as of the cultural dynamics and context of groups and projects that the organization becomes involved with.
- d) **Number, Election, and Term of Directors.**
- The number of authorized director positions on the Board may be increased or decreased by majority vote of the entire Board of Directors, except that only a vacant seat may be removed from the number, and there shall remain a bare minimum of three (3), an ideal minimum of seven (7), and a nominal maximum of thirteen (13) Directors.
  - Directors will be installed by election with a majority vote at the annual Board meeting, to serve a term of four (4) years, or for any term agreed upon with the nominee until a designated future annual meeting when the board should be prepared for that Director's term to end.
  - Upon completion of the elected term:
    - the Director may vacate the position for the installation of a successor, or
    - the vacated position may be removed with all responsibility to be absorbed by the rest of the board, or
    - the Director may accept nomination and be re-elected to consecutive terms not to exceed nine (9) consecutive years, after which a minimum of one (1) inactive year is required before being qualified for further re-election.
  - Irrespective of the foregoing points, the initial incorporating directors and subsequently installed directors will serve until deceased, or until a successor has been installed, or until the Director is otherwise removed, resigned, or disqualified as provided for by law or in the Articles of Incorporation and Bylaws.

- e) **Vacancies.** A vacancy on the Board of Directors exists when there are fewer Directors holding office than there are currently authorized positions. A vacancy may be filled at any regular or special meeting of the board with proper notice and subsequent majority vote of the entire Board of Directors, even if that is less than a quorum or is the sole remaining Director.
- f) **Resignation.** Any Director may resign effective upon giving written notice to the Secretary unless the notice specifies a later time for that resignation to become effective.
- g) **Removal.** Any Director may be removed, with or without cause, by a majority vote of the entire Board of Directors.

**h) Meetings.**

- **Regular meetings** of the Board of Directors may be held with or without notice at such time and place and for such purposes as may be determined by Board resolution.
- **Meetings may be in person or remote** using telephonic, video, or electronic transmission.
- **Meetings may be real time or conducted collectively** over a given period of time using a moderated online forum where all participants can see and respond to any proposal, and its discussion, and will acknowledge or decline further discussion before any proposal may be voted on as a resolution. Such online business meetings will follow rules of order with appropriate notice, quorum, opening, agenda, closing, and minutes.
- **Similar but distinctly other online forums** for information and discussion, without those official protocols, may be used for continuous communications about matters that do not require immediate action or attention of the Board of Directors, but not for official business.
- **Meeting notices and other critical communiques** will be delivered in a consistent manor requiring an acknowledgement to assure effective inclusion, such as email with DIRECTOR NOTICE in the subject line, followed by a phone call if necessary.
- **Special meetings** may be held at at such time and place and for such purposes as designated with a notice provided to all Directors at least seven days in advance of the meeting.
- **Notice of Special Meetings** shall specify the purpose of the meeting if preparations for the discussion might be required, but need not specify a purpose for it to be addressed at the meeting.
- **Waiver of Notice.** Any deficiency in the notice of a Board meeting can be waived by attending the meeting without objecting at the commencement of the meeting, by written waiver before or after the meeting filed with the corporate records, or by an approval of the minutes of the meeting.

**i) Quorum and Voting**

- **A majority of the total number of Directors** constitutes a quorum for the transaction of business at a Board meeting, when notice of the meeting has been provided to all directors, or waived, if required. The act of a majority of Directors present at any Board meeting where a quorum is present will be considered the act of the Board of Directors, except as may otherwise be provided by law, the articles of incorporation, or bylaws.
  - Matters that require a majority vote of the entire board may be accomplished with a quorum but would require a consensus of the number required to make a quorum.

- If a quorum is not present at any meeting of the Board of Directors, the Directors present may adjourn the meeting without notice other than an announcement at the meeting until a quorum is present.
  - A meeting where a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the number of Directors required to constitute a quorum for that meeting.
- j) **Directors Acting by Unanimous Written Consent without Meeting.** Unless otherwise restricted by the articles of incorporation or these bylaws, any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board or committee consent in writing or by electronic transmission. A record of the unanimous written consent must be filed with the corporate records. Notwithstanding the foregoing, a Board of Directors constituting less than the full number of authorized Directors may act by written consent according to procedures established herein to fill vacancies.
- k) **Fees and Compensation.** Unless otherwise provided by law or the articles of incorporation, Directors and members of a Director's committee may not receive compensation for their services but may receive reimbursement for expenses. The Board of Directors has the authority to fix the compensation and approve reimbursement of expenses, if any, by resolution. Any Director or committee member may serve the corporation in another capacity, for instance as an officer, employee, or otherwise, and may receive compensation for such services.
- l) **Committees.** The Board may appoint committees by resolution passed by a majority of the whole Board, committee membership and composition subject to rules and procedures as permitted by law and the articles of incorporation. Each committee has such powers as may be expressly delegated to it by resolution of the Board except those powers expressly non-delegable by law or the articles of incorporation.

#### 4. OFFICERS

- a) **Principal Officers and Tenure.** The principal officers of the corporation will be a Chairman of the Board or a President or both, a Secretary who may also be called a Clerk, and a Treasurer who may also be called a Chief Financial Officer. The principal officers will be chosen by the Board of Directors and each will serve at the pleasure of the Board of Directors until a successor is duly appointed and qualified or until the officer's death, resignation, or removal as provided by these bylaws, subject to any contractual employment rights that may apply. One person may hold multiple officer positions.
- **Chairman of the Board.** The Chairman of the Board, if such an officer is elected, will
    - preside at all meetings of the Board of Directors;
    - exercise and perform such powers and duties as may from time to time be assigned by the Board of Directors or prescribed by the bylaws; and
    - exercise and perform such powers and duties prescribed to the President if no President exists.
  - **President/Chief Executive Officer.** Subject to the supervisory powers that may be given by the Board of Directors to the Chairman, if such an officer is elected, the

President will

- have general supervision, direction, control, and management of the business and affairs of the corporation;
  - preside at all meetings of the members, if any;
  - preside at all meetings of the Board of Directors in the absence of the Chairman or where there is no such position; and
  - exercise and perform such powers and duties as may be prescribed by the Board of Directors or these bylaws.
- **Secretary/Clerk.** The Secretary will
    - maintain at the principal executive office or such other place as the Board of Directors may determine, a book of minutes of all meetings of Directors, committees of Directors, and members, if any;
    - give notice of all members, if any, and Board of Director meetings as required by law and these bylaws;
    - maintain the corporate seal, if one exists, in safe custody; and
    - exercise and perform such powers and duties as may be prescribed by the Board of Directors or these bylaws.
  - **Treasurer/Chief Financial Officer.** The Treasurer will
    - maintain adequate and correct books and records of all corporate financial transactions including, but not limited to, accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and donations;
    - deposit all moneys, drafts, checks, and other valuables in the name and to the credit of the corporation in the banks and depositories designated by the Board of Directors;
    - disburse corporate funds as instructed by the Board of Directors;
    - submit to the President and the Board of Directors, upon request, an account of all the Treasurer's transactions and of the financial condition of the corporation; and
    - exercise and perform such powers and duties as may be prescribed by the Board of Directors or these bylaws.

b) **Subordinate Officers and Tenure.** The corporation may also have, at the discretion of the Board of Directors, one or more Vice Presidents and such other subordinate officers as may be appointed and removed by the President as the business of the corporation may require. Subordinate officers have such authority and will perform such duties as are provided in the bylaws or as the Board of Directors may determine from time to time. Additionally, in the absence or disability of the principal officer for which they assist and support, the subordinate officers will perform all the duties and have all the powers and restrictions of their principal officer.

c) **Standard of Care.** Each principal and subordinate officer must exercise corporate powers and perform corporate duties loyally, in good faith, in a manner such officer believes to be in the best interest of the corporation, and with reasonable care using the ordinary prudence that a person in similar position would use under comparable circumstances. Each officer may be held accountable and subject to disciplinary action by the corporation as permitted by state and federal law for failure to meet the necessary standard of care towards the corporation.

#### **d) Removal and Resignation**

- **Principal Officer.** Subject to any contractual employment rights that the principal officer may have, any principal officer may be removed, with or without cause, by a majority of the Directors at the time in office at any regular or special meeting of the Board.
  - **Subordinate Officer.** Subject to any contractual employment rights that a subordinate officer may have, any subordinate officer may be removed by the President, with or without cause, as the business of the corporation may require.
- e) **Vacancies in Office.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause must be filled in the manner described in the bylaws for regular appointments to such office.

#### **5. INDEMNIFICATION**

- a) **Directors and Officers.** The corporation may at its option and from time to time indemnify its Directors and officers to the extent permitted by law, the articles of incorporation, and the Directors' or officers' individual contracts against expenses (including attorneys' fees), judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that such person is or was a Director or officer of the corporation.
- b) Irrespective of the foregoing, the corporation may not be required to indemnify any Director or officer in connection with any proceeding (or part thereof) initiated by the Directors or officers themselves unless
- such indemnification is expressly required by law; or
  - the proceeding was authorized by the Board of Directors.
- c) **Employees and Other Agents.** The corporation may at its option and from time to time indemnify its employees and other agents to the extent permitted by law, the articles of incorporation, and any applicable individual contracts against expenses (including attorneys' fees), judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that such person is or was an employee or agent of the corporation.
- d) Irrespective of the foregoing, the corporation may not be required to indemnify any employee or agent in connection with any proceeding (or part thereof) initiated by the employee or agent themselves unless
- such indemnification is expressly required by law; or
  - the proceeding was authorized by the Board of Directors.

#### **6. GENERAL PROVISIONS**

- a) **Record Date.** For the purposes of determining the notice of any meeting, to vote, or for any proper purposes or corporate action, the Board of Directors may fix a record date in advance no less than seven (7) nor more than one hundred (100) days before the date of the meeting or proposed corporate action.

- b) **Fiscal Year.** The corporation's fiscal year is the twelve (12) consecutive months ending on the last day of December or as fixed by resolution of the Board of Directors and may be changed by the Board of Directors.
- c) **Checks, Drafts, and Evidence of Indebtedness.** All checks, drafts, and other payment of money, notes, or any form of indebtedness, issued in the name of or payable to the corporation, must be signed or endorsed by such person or persons in such manner as, from time to time, is determined by resolution of the Board of Directors.
- d) **Executing Corporate Contracts and Instruments.** The Board of Directors, except as otherwise provided in the bylaws, may authorize any officer or agent to enter into any contract or execute any instrument in the name of or on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized or ratified by the Board of Directors or by an officer acting within proper agency power, no officer, agent, or employee has any power or authority to bind the corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.
- e) **Conflicts of Interest.** The following conflict of interest policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to non-profit and charitable corporations and is not intended as an exclusive statement of responsibilities. All Directors or officers have a duty to disclose the existence of any actual or potential conflict of interest, whether personal or financial in nature, and to disclose all relevant material facts to the Directors to enable them to consider whether a conflict exists and whether the proposed transaction or arrangement is in the best interests of the corporation. Upon disclosure of an actual or potential conflict of interest, and after the interested person has had a full opportunity to disclose the relevant facts, the interested person must leave the meeting and the remaining Board members will decide if a conflict of interest exists. Whenever the Board determines that a Director or officer has an actual or potential financial or personal interest in any matter coming before the Board of Directors, the Board must ensure the following:
- The financial or personal interest of such Director or officer is fully disclosed with all relevant material facts to the Board of Directors;
  - No interested Director or officer may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board of Directors at which such matter is voted upon;
  - Any transaction involving the Director's or officer's financial or personal interest must be duly approved by disinterested Directors in the best interest of the corporation;
  - Payment must be reasonable and must not exceed fair market value; and
  - The minutes of meetings at which such votes are taken must include a record of such disclosures, abstention, and rationale for approval.
- f) **Amendments to Bylaws.** The bylaws may be adopted, amended, or repealed by the Board of Directors.
- g) **Dissolution**
- Except as otherwise provided by statute or the articles of incorporation, the nonprofit may be dissolved only with authorization of a majority vote of the Board of Directors given at a meeting called for that specific purpose.

- Upon dissolution of the non-profit, assets will be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or will be distributed to the federal government or to a state or local government, for a public purpose.

- h) **Offices.** The registered office of the corporation is located at Reconciliation Park by the intersection of Riverfront and Main Streets in Mankato, Minnesota, or as otherwise designated by the Board of Directors. The mailing address is Mahkato Organization Inc, PO Box 675, Mankato, Minnesota 56002. The Board of Directors may at any time and place establish offices as required where the corporation is qualified to do business.
- i) **Governing Law.** The bylaws will be governed, construed, and interpreted by, through, and under the laws of Minnesota.
- j) **Corporate Seal.** The Board of Directors may adopt a corporate seal, which may be altered from time to time with majority Board approval. The seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or reproduced in any other manner.

### CERTIFICATION OF ADOPTION

I, tbd, hereby certify the following:

I am the Secretary of Mahkato Organization, a Minnesota corporation; and

The foregoing bylaws are a true and correct copy of the bylaws of the corporation as duly adopted by approval of the Board of Directors of the corporation by unanimous written consent on December 26, 2016.

Signed: \_\_\_\_\_

Secretary: \_\_\_\_\_

### NOTARY ACKNOWLEDGMENT

State of \_\_\_\_\_

SS.

County of \_\_\_\_\_

On \_\_\_\_\_ (date), before me, \_\_\_\_\_ (notary), personally appeared tbd who proved to me on the basis of satisfactory evidence to be the persons whose names are subscribed to within the BYLAWS OF MAHKATO ORGANIZATION INC adopted as of December 26, 2016, acknowledging to me that he/she/they executed the same in his/her/their authorized capacity(ies) and that by affixing his/her/their signature(s) on the instrument so executed the instrument.

I certify under PENALTY OF PERJURY that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Print: \_\_\_\_\_

Commission Expires: \_\_\_\_\_

Sign: \_\_\_\_\_

[Affix seal]