

# MINNESOTA MUNICIPAL UTILITIES ASSOCIATION, INC.

## AMENDED AND RESTATED BYLAWS

The following Amended and Restated Bylaws supersede and take the place of heretofore existing Bylaws of the Minnesota Municipal Utilities Association, a corporation organized and existing pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes Chapter 317A:

### ARTICLE I. OFFICES

**Section 1. Registered Office.** The registered office of the Minnesota Municipal Utilities Association, Inc. (the “**Corporation**”) in the State of Minnesota shall be as stated in the Amended and Restated Articles of Incorporation of the Corporation (the “**Articles**”), or such other place within the State as the Board of Directors may designate from time to time.

**Section 2. Principal Office.** The principal office of the Corporation shall be at 3131 Fernbrook Lane N., Suite 200, Plymouth, MN 55447-5337, or at such other place as the Board of Directors shall designate from time to time. The business of the Corporation shall be transacted from the principal office, and the records of the Corporation shall be kept there.

**Section 3. Other Offices.** The Corporation may have such other offices within and without the State of Minnesota as the Board of Directors may determine.

### ARTICLE II. MEMBERS

The membership of the Corporation shall consist of the following classes of Members.

**Section 1. Regular Members.** Any city in the State of Minnesota owning and operating a municipal electric, district heating, gas, water, or other utility service shall be eligible for membership in the Corporation as a Regular Member. Only the Regular Members shall have voting rights.

**Section 2. Affiliate Members.** Any Municipal Power Agency or Municipal Gas Agency organized under Minnesota Statutes, Chapters 453 and 453A shall be eligible as an Affiliate Member upon such terms and conditions as the Board of Directors may determine.

**Section 3. Associate Members.** Any natural or legal persons not eligible as Regular or Affiliate Members in the Corporation may apply for admission as an Associate

Member. The application for Associate Membership shall be accompanied by such dues as may from time to time be required and shall be subject to the approval of the Board of Directors.

**Section 4. Honorary Members.** Individuals who are known to be in harmony with the purpose of the Corporation may be designated Honorary Members upon recommendation of the representatives from at least two Regular Members and the approval of the Board of Directors. Individuals who have retired from their engagement or service as utility managers, superintendents, municipal utility commissioners or board members, or city councilmembers of Regular Member cities may apply to become Honorary Members and the applications will be reviewed and approved by the Board.

**Section 5. Other Membership Classifications.** The Board of Directors may establish other special or limited classes of membership, subject to approval by the Regular Members. Benefits received and dues assessed for such special or limited membership shall be specifically set forth in the authorizing resolution.

**Section 6. Membership Privileges.** The Board of Directors shall determine, from time to time, the privileges of membership for each class of member, such as publications and access to data and information.

**Section 7. Termination of Membership.** Regular Members of the Corporation may be terminated only for cause and upon approval by a two-thirds (2/3) vote of the Board of Directors. Failure to pay dues, assessments, or to meet the criteria for membership shall constitute cause for termination. Any Regular Member proposed for termination shall be given advance written notice stating the reason therefore and providing the opportunity to contest the proposed termination in writing or in person before the Board of Directors. All members other than Regular Members may be terminated for such reasons as the Board may determine by a majority vote. All final decisions of the Board with respect to termination shall be given in writing. Voluntary resignations may be handled administratively by staff of the Corporation.

### ARTICLE III. BOARD OF DIRECTORS

**Section 1. General Powers.** The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors. In addition to the powers conferred upon the Board of Directors by these Bylaws, the Board of Directors may exercise all powers of the Corporation and perform all acts that are not inconsistent with the provisions of Minnesota Statutes Sections Chapter 317A and not otherwise prohibited to it by law, by the Articles, or by these Bylaws, all as may be amended.

**Section 2. Number and Composition.** The Board of Directors shall consist of individuals who shall be representatives of and elected by Regular Members. Their number shall be determined by the Directors from time to time in a range consistent with the Articles.

**Section 3. Qualifications.** Directors may only be natural persons. Each Director shall demonstrate his or her willingness to accept responsibility for governance and his or her availability to participate actively in governance activities. No vacancy in the number of or classifications of Directors shall, by itself, render any Board action void or voidable. Nominations for Directors shall be made with due consideration given to providing for equitable geographical and population representation among the members of the Board. No fewer than two (2) Directors shall be elected from among individuals who are mayors, city council members, or voting members of the municipal utilities commission or governing board of a Regular Member. Not more than two (2) Directors may be representatives of a Regular Member which does not own and operate a municipal electric utility.

**Section 4. Term of Directors.** Each Director shall serve for a term of three years or until his or her successor is elected and qualified, except as hereinafter provided. Provided, however, the terms of the Directors shall be staggered so that the term of not fewer than three (3) nor more than five (5) of the Directors shall expire at each annual meeting. Directors may succeed themselves in office up to a maximum of two terms, provided that, if a Director is serving as an Officer at the time of the expiration of the second term, the Director may complete the remainder of the Officer positions in the sequence. The Directors may fill any vacancies on the Board occurring or existing from time to time; a person so selected shall serve until the next annual meeting of the Corporation.

**Section 5. Quorum.** At all meetings of the Board of Directors a majority of the Directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business.

**Section 6. Number Required for Action by Directors.** Except where otherwise required by law, the Articles, or these Bylaws, the affirmative vote of a majority of the Directors present at a duly held meeting shall be sufficient for any action.

**Section 7. Written Action.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of Directors required to take the same action at a meeting of the Board of Directors at which all Directors were present. The written action is effective when signed by the required number of Directors, unless a different effective date is provided in the written action. When written action is taken by less than all of the Directors, all Directors shall be notified immediately of its text and effective date, except that failure to provide such notice does not invalidate the written action.

**Section 8. Regular Meetings.** Meetings of the Board of Directors shall be held at such time and place as the Board may determine or as may be called by the President or the President-Elect. Meetings of the Executive Committee may be held at the call of the President or at such regular times as a majority of the Executive Committee may determine.

**Section 9. Special Meetings.** Special meetings of the Board of Directors may be called at any time upon request of the President or any two (2) Directors, provided that any such request shall specify the purpose or purposes for the meeting. The President shall set the date for the special meeting within three (3) working days of making or receiving such a request and shall give not fewer than five (5) nor more than thirty (30) days written notice of the time, place, and purpose of such special meeting.

**Section 10. Meeting Using Electronic Communications.** Unless the President determines that a Board meeting using electronic communications is impractical, a conference among Directors by a means of communication through which the Directors may simultaneously hear each other during the conference is a meeting of the Board of Directors if the same notice is given of the conference as would be required for a meeting, and if the number of Directors participating in the conference is a quorum. A Director may participate in a meeting of the Board of Directors by any means of communication through which the Director, or other Directors so participating, and all Directors physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by any of the above-mentioned means is personal presence at the meeting.

**Section 11. Form of Notice.** Whenever under the provisions of these Bylaws notice is required to be given to any Director, notice is given:

- (a) when mailed to the Director at an address designated by the Director at the last known address of the Director or at the address of the Director in the corporate records;
- (b) when communicated to the Director orally;
- (c) when handed to the Director;
- (d) when left at the office of the Director with a clerk or other person in charge of the office, or if there is no one in charge, when left in a conspicuous place in the office;
- (e) when sent by electronic mail (e-mail), or other electronic means, to a facsimile number, e-mail address, or other electronic designation provided by the Director;
- (f) if the Director's office is closed or the Director has no office, when left at the dwelling or usual place of abode of the Director with a person of suitable age and discretion residing in the house; or
- (g) when the method is fair and reasonable when all the circumstances are considered.

Notice by mail is given when depositing in the United States mail with sufficient postage. Notice is considered received when it is given.

**Section 12. Waiver of Notice.** Any Director may execute a written waiver of notice of any meeting required to be given by statute or by any provision of these Bylaws either before, at or after that meeting, and such waiver when signed and filed as hereinafter provided shall be equivalent to notice. Such waiver shall be filed with the Secretary-Treasurer or his or her designee, who shall enter it upon the minutes or other records of that meeting. Appearance at a meeting by a Director shall be deemed a waiver of notice thereof, unless the appearance is solely for the purpose of asserting the illegality of the meeting.

**Section 13. Resignation of Directors.** A Director may resign at any time by giving written notice to the Secretary-Treasurer of the Corporation. The resignation is effective without acceptance when the notice is given to the Corporation, unless a later effective time is specified in the notice.

**Section 14. Removal of Directors.** A Director may be removed from office, with or without cause, by a vote of a majority of all the Directors, provided that at least five (5) days and not more than thirty (30) days' notice of such meeting stating that removal of such Director is to be on the agenda for such meeting shall be given to each Director. If at the conclusion of any single calendar year, it appears that any Director has not attended at least one-half (1/2) of the meetings of the Board of Directors held during that calendar year (the "Subject Director"), the Corporation shall promptly give written notice of same to the Board of Directors. The Board shall, at its next regular or special meeting, consider whether the Subject Director has established just and reasonable cause for his or her or her failure to attend such meetings. If the Board determines, in its sole discretion, and by a vote of the majority of the Directors present and voting (excluding the Subject Director), that said just and reasonable cause has not been established, the Subject Director shall be deemed automatically removed as a Director as of the date of said Board meeting. If the Subject Director is so removed and is a member of the Executive Committee or is an officer, the Subject Director shall also be automatically removed from said offices.

**Section 15. Filling Vacancies.** Vacancies on the Board of Directors shall be filled by the remaining members of the Board from among the representatives of Regular Members. A person elected as a Board member to fill a vacancy occurring on the Board shall hold that office until the next annual meeting of the Regular Members of the Corporation, at which time the Regular Members shall elect an individual to serve the unexpired term of the person originally elected to hold that position, if any unexpired term remains.

**Section 16. Committees.** The Board of Directors shall appoint such standing and special committees as it may determine necessary and appropriate to consider matters pertaining to the operation and welfare of the Corporation and municipally-owned utilities in Minnesota. The standing committees shall include the Audit and Finance Committee and the Executive Committee.

**Section 17. Compensation of Directors.** Directors shall not be compensated for their duties as Directors, except that Directors may be reimbursed for expenses incurred on behalf of the Corporation.

**Section 18. Fiduciary Duties of Directors.** A Director shall discharge the duties of the position of Director in good faith, in a manner the Director reasonably believes to be in the best interests of the Corporation, and with the care that an ordinarily prudent person in a like position would exercise under similar circumstances. A person who so performs those duties is not liable by reason of being or having been a Director of the Corporation.

In discharging his or her duties, a Director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) one or more officers, employees, or agents of the Corporation, whom the Director reasonably believes to be reliable and competent in the matters presented;
- (b) counsel, public accountants, or other persons as to matters that the Director reasonably believes are within the person's professional or expert competence; or
- (c) a committee of the Board upon which the Director does not serve, as to matters within its designated authority, if the Director reasonably believes the committee to merit confidence.

A Director may not rely on such information, reports, or statements if the Director has actual knowledge concerning the matter in question that makes the reliance unwarranted.

A Director is not considered to be a trustee with respect to the Corporation or with respect to property held or administered by the Corporation, including without limit, property that may be subject to restrictions imposed by the donor or transferor of the property.

**Section 19. Staff.** The Board of Directors may hire a chief executive officer (CEO) who shall be responsible for the hiring, supervision, and termination of all other staff. The CEO will conduct the affairs and carry out the strategic priorities of the Corporation in a manner consistent with the laws of all relevant jurisdictions.

**Section 20. Board Approval of Compensation.** The compensation structure for all staff, including the CEO, will be included in the annual budget presented to the Board for approval."

## ARTICLE IV. OFFICERS

**Section 1. Officers.** The Officers of the Corporation shall be the President, the President-Elect and the Secretary-Treasurer. Each Officer shall be a member of the Board of Directors at the time of their election and while holding that office. The President and President-Elect shall be elected by the Regular Members at their annual meeting. The Secretary-Treasurer shall be elected by the Board of Directors at its meeting held in conjunction with the annual meeting of the Regular Members. The person elected as President-Elect shall be deemed elected as President of the Corporation without further action by the Regular Members, effective the last day of the annual meeting of the Regular Members in the immediately succeeding year. Each Officer shall hold the office to which they are elected for a term of one year or until a successor is elected and qualified.

**Section 2. Officers' Duties.** The duties of the President, the President-Elect, and the Secretary-Treasurer shall be those prescribed by law and as are customarily and usually performed by such officers and as further may be prescribed and determined by the Board of Directors. The President (or the President-Elect in the absence of the President) shall preside at and conduct all meetings of the Corporation, including the Board of Directors meetings.

**Section 3. Executive Committee.** The Executive Committee shall consist of the President, the President-Elect, the Secretary/Treasurer, and the most immediate past President (if that individual is a member of the Board, otherwise, another Director elected by the Board). The Executive Committee may act in the place of the Board of Directors in the interval between meetings of the Board. At all times, the Executive Committee shall be subject to the control and direction of the Board. The Executive Committee shall keep regular minutes of its proceedings and a written report of its actions shall be made to the Board not later than the next meeting of the Board.

**Section 4. Resignation of Officers.** An officer may resign at any time by giving written notice to the Secretary of the Corporation. Unless the notice specifies otherwise, the resignation shall apply only the officer position and the person will continue to serve as a Director.

**Section 5. Election and Removal of Officers.** Except as hereinafter provided, by a vote of a majority of all the Directors, an Officer may be removed with or without cause, following the process outlined in Article III, Section 14.

**Section 6. Vacancies of Officers.** If a vacancy occurs in the office of President, the President-Elect shall become President. An election shall be held to fill the office of the President-Elect by the Board of Directors from among their number. In these circumstances, the term of the President-Elect who shall become President shall continue to the last day of the second succeeding annual meeting of the Regular Members and the term of the person elected by the Board as President-Elect shall extend to the next immediately succeeding annual meeting of the Regular Members of the Corporation. If a

vacancy otherwise occurs in the office of the President-Elect or occurs in the office of Secretary-Treasurer, an election shall be held to fill the vacated office by the Board of Directors from among their number and the term of the Officer so elected in these circumstances shall extend to the next annual meeting of the Regular Members of the Corporation. In the temporary absence of the President, the President-Elect shall assume the duties of the President.

## ARTICLE V. CONFLICTS OF INTEREST

**Section 1. Conflicts of Interest.** A contract or other transaction between this Corporation and:

- (a) One or more of its Directors, or a member of the family of a Director;
- (b) a related organization, or a member of the family of a director of a related organization; or
- (c) an organization in or of which one or more of the Corporation's Directors or a member of the family of the Director are directors, officers or legal representatives or have a material financial interest,

is not void or voidable because the Director or Directors or the other individual or organization are parties or because the Director or Directors are present at the meeting of the Board of Directors or a committee of the Board of Directors at which the contract or transaction is authorized, approved or ratified, if:

- (a) the contract or transaction was, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the contract or transaction was, fair and reasonable as to the Corporation at the time it was authorized, approved or ratified; or
- (b) the material facts as to the contract or transaction and as to the Director's or Directors' interest are fully disclosed or known to the Board or a committee, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a majority of the Board or committee, but the interested Director or Directors shall not vote.

For the purpose of this Section:

- (a) a "related organization" means an entity in which a Director holds a financial interest, such as direct or indirect ownership, investment interest, or compensation arrangement, whether through business, investment, or a member of the family; and



- (b) a “member of the family” includes the spouse, parents, children and spouses of children, brothers and sisters, or spouses of brothers and sisters of the person, or any combination of them.

## ARTICLE VI. FISCAL MATTERS

**Section 1. Receipts.** Any dues, contributions, grants, bequests or gifts made to the Corporation shall be accepted or collected only as authorized by the Board of Directors.

**Section 2. Deposits.** All funds of the Corporation shall be deposited to the credit of the Corporation under such conditions and in such financial institutions or brokerage houses as shall be designated by the Board of Directors.

**Section 3. Contracts; Orders for Payment.** All contracts, checks, and orders for the payment, receipt or deposit of money, and access to securities of the Corporation shall be as provided by the Board of Directors.

**Section 4. Title to Property.** Title to all property shall be held in the name of the Corporation.

**Section 5. Annual Budget.** The annual budget of estimated income, income expense, and capital expenses shall be approved by the Board of Directors.

**Section 6. Summary Financial Report.** A summary report of the financial operation of the Corporation shall be made by the Secretary-Treasurer at least annually to the Board of Directors.

**Section 7. Financial Management.** The financial management of the Corporation shall be under the direction and responsibility of the Board of Directors who shall by resolution establish rules and policies to be followed in handling and accounting for corporate monies and property.

**Section 8. Accounting Year.** The accounting year of the Corporation shall be designated by the Board of Directors.

**Section 9. Dues.** Dues for each class of membership in the Corporation shall be established and may be amended by resolution of the Regular Members, approved by not less than two-thirds of their number present and voting at any Regular Member meeting or at any special meeting called for this purpose.

**Section 10. Corporate Seal.** The Corporation shall have no corporate seal.

**Section 11. Special Assessments.** Special Assessments may be levied against the regular membership as the occasion requires upon approval by a two-thirds (2/3) vote

of the Regular Members present and voting at a regular meeting of the Corporation or at a special meeting called for that purpose.

**Section 12. Contributions.** In addition to dues and assessments, voluntary contributions may be solicited from time to time in order to advance the interests of the Corporation.

## ARTICLE VII. REGULAR MEMBER MEETINGS

**Section 1. Regular Meetings of Members.** Meetings of Regular Members shall be held at least annually, at such time and place as the Board shall designate. Special meetings may be called by the Board of Directors or as otherwise provided by law.

**Section 2. Notice.** Notice of Regular Member meetings shall be provided to the Regular Members at least five (5) days before the meeting, excluding the day of the meeting. Such notice shall state the time, place and in the case of a special meeting, the purpose of the meeting.

**Section 3. Quorum.** At all meetings of the Regular Members, fourteen (14) Regular Members present in person shall constitute a quorum. At any meeting where a quorum is not present, the President of the Corporation shall have the power to adjourn the meeting to a future date. No further notice shall be required other than an announcement of the adjourned meeting.

**Section 4. Attendance.** Attendance at any regular or special meetings of the Regular Members shall be limited to Regular and Honorary Members of the Corporation and such guests and other members as may be permitted by the presiding officer.

**Section 5. Sergeant-At-Arms.** At each regular or special meeting, the President may appoint a Sergeant-At-Arms to determine the membership standing of those individuals attending and to otherwise assist the presiding officer.

**Section 6. Members' Right to Call Meetings.** If a regular meeting of Regular Members has not been held during the preceding fifteen (15) months, at least fifty (50) Regular Members with voting rights or ten percent (10%) of the Regular Members, whichever is less, may demand a regular meeting of the Regular Members by written notice of demand given to the President or the Secretary-Treasurer of the Corporation. Within thirty (30) days after receipt of the demand, the Board shall cause a regular meeting of Regular Members to be called and held no later than ninety (90) days after receipt of the demand at the expense of the Corporation.

**Section 7. Voting at Meetings.** At every meeting of the Corporation each Regular Member in attendance shall be entitled to cast one (1) vote on any matter coming before the meeting. A Regular Member shall periodically designate in writing to the Corporation the individual or individuals who are authorized to act as its representative or

representatives. If more than one person is designated, the Regular Member shall specify the rank order in which its representatives shall have the authority to cast its vote. Affiliate, Associate, and Honorary Members shall have no voting privileges. Cumulative voting and proxy voting by Regular Members is prohibited.

**Section 8. Number Required for Action by Regular Members.** Except where a larger portion or number is required by law or by these bylaws, the Members may take action by the affirmative vote of a majority of the Members present at a duly held meeting.

**Section 9. Written Action.** Any action required or permitted to be taken at a meeting of the Regular Members may be taken without a meeting by written action if the number of Regular Members that participate exceeds the minimum number specified by the Board of Directors or the Executive Committee in its resolution authorizing the action. Provided, however, that the number of those Regular Members responding in favor of the action must exceed twenty percent of the number of Regular Members of the Corporation at the time under consideration.

**Section 10. Action by Written Ballot.** An action that may be taken at a regular or special meeting of Regular Members may be taken without a meeting if the Corporation mails or delivers by electronic communication a written ballot to every Regular Member entitled to vote on the matter. A written ballot must: (1) set forth each proposed action; and (2) provide an opportunity to vote for or against each proposed action. Approval by written ballot under this section is valid only if the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Solicitations for votes by written ballot must: (1) indicate the number of responses needed to meet the quorum requirements; (2) state the percentage of approvals necessary to approve each matter other than election of Directors; and (3) specify the time by which a ballot must be received by the Corporation in order to be counted.

## ARTICLE VIII. NON-PARTISAN

The affairs of the Corporation shall be conducted in a strictly non-partisan manner.

## ARTICLE IX. AMENDMENT OF BYLAWS

These Bylaws may be amended in the same manner as amendments may be made to the Articles.

## ARTICLE X. INDEMNIFICATION

The Corporation shall indemnify and defend its Directors and officers against any third-party claim for damages by reason of the present or former official capacity of such person, provided that such person (a) was acting in the performance of the duties of the position; and (b) was not guilty of malfeasance in office, willful neglect of duty, or bad faith.

## ARTICLE XI. PROCEDURES

**Section 1. Rules of Order.** Except as may be provided in the Articles, these Bylaws, or by action of the Board of Directors, meetings of the Board and of the Members shall be conducted in accordance with Roberts' Rules of Order.

**Section 2. Member Resolution.** Any Regular Member wishing to submit a resolution for action at any meeting of the Corporation shall present it first to the Executive Committee of the Corporation not less than forty-five (45) days prior to the meeting. The Executive Committee shall review the resolution, revise the form thereof if deemed necessary, and send copies of such resolution to each Regular Member of the Corporation, with its recommendation, at least twenty (20) days prior to said meeting. The Executive Committee shall promptly advise the Board of Directors of all resolutions properly submitted for inclusion on the agenda of each meeting of the Corporation. Resolutions so presented must be voted upon on the merits by the Regular Members; a motion to table or laid over such resolutions shall not be in order. Notwithstanding the foregoing, resolutions may be introduced at any meeting of the Corporation without such advance presentation with the approval of two-thirds (2/3) of the Regular Members present and voting; provided, however, upon adoption by the Regular Members, the resolution may be reviewed by the Executive Committee to make such changes in form and format as may be deemed necessary and appropriate without revising the intent or substance of the resolution. In case of any dispute concerning said revision, any proponent of the resolution may appeal the action of the Executive Committee to the full Board.

**Section 3. Electronic Communications.** A communication delivered to the Corporation by electronic means, including a ballot, signature for proceeding by written action, written waiver of notice, electronic signature, and such other communications as may be determined by the Board of Directors from time to time, is valid if it is authenticated as follows: the communication is delivered to the principal place of business of the Corporation, or to an officer or agent of the Corporation authorized to receive the communication, and the communication sets forth information from which the Corporation can reasonably conclude that the communication was sent by the purported sender.

## CERTIFICATION

The undersigned, as Secretary-Treasurer of the Minnesota Municipal Utilities Association, a Minnesota nonprofit corporation, hereby certifies that the foregoing Amended and Restated Bylaws of the Corporation were adopted by the Corporation by resolution of the membership at a meeting held on the 25th day of January, 2023.

---

SECRETARY-TREASURER