

# BYLAWS OF **BAN THE BAN MINNESOTA, INC**

## ARTICLE I — NAME AND PURPOSE

*Section 1 — Name:* The name of the organization shall be **Ban the Ban Minnesota (BtBMN)**. It shall be a nonprofit organization incorporated under the laws of the State of Minnesota

*Section 2 — Purpose:* BtBMN is a nonpartisan, non-profit organization dedicated to helping the people and independent small businesses in the state by providing advocacy, education and data, and information dissemination regarding smoking bans so that the real heart of the matter can be addressed.

## ARTICLE II — MEMBERSHIP

*Section 1 — Eligibility for membership:* Application for voting membership shall be open to any current resident, property owner, business operator, or employee of the State of Minnesota that **supports the purpose statement in Article I, Section 2**. Membership is granted after completion and receipt of a membership application and annual dues.

*Section 2 — Annual dues:* The amount required for annual dues for an individual voting membership shall be \$25 each calendar year, and a business voting membership shall be \$75, unless changed by a majority vote of the members at an annual meeting of the full membership. Continued membership is contingent upon being up-to-date on membership dues.

*Section 3 — Rights of members:* Each voting member shall be eligible to appoint one voting representative to cast the member's vote in association elections.

*Section 4 — Resignation and termination:* Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership.

*Section 5 — Non-voting membership:* The amount required for annual dues for an individual non-voting membership shall be \$10 each year. The board shall have the authority to establish and define non-voting categories of membership.

## ARTICLE III — MEETINGS OF MEMBERS

*Section 1 — Annual meetings:* An annual meeting of the members shall take place in the month of **October**, the specific date, time and location of which will be designated by the chair. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

*Section 2 — Special meetings:* Special meetings may be called by the chair or a simple majority of the board of directors. A petition signed by five percent and at least 5 of the voting members may also call a special meeting.

*Section 3 — Notice of meetings:* Printed or electronic notice of each meeting shall be given to each voting member not less than two weeks prior to the meeting.

*Section 4 — Quorum:* The members present at any properly announced meeting shall constitute a quorum.

*Section 5 — Voting:* All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

#### ARTICLE IV — BOARD OF DIRECTORS

*Section 1 — Board role, size, and compensation:* The board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff and committees. **The board shall have up to 5, but not fewer than 3 members.** The board receives no compensation other than reasonable expenses.

*Section 2 — Terms:* All board members shall serve one-year terms, but are eligible for re-election for up to ten consecutive terms.

*Section 3 — Meetings and notice:* The board shall meet at least annually, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two weeks in advance.

*Section 4 — Board elections:* New directors and current directors shall be elected or re-elected by the voting representatives of members at the annual meeting. Directors will be elected by a simple majority of members present at the annual meeting.

*Section 5 — Election procedures:* Any member can nominate a candidate to the slate of nominees. All members will be eligible to send one representative to vote for each candidate, for up to 5 available positions each year.

*Section 6 — Quorum:* A quorum must be attended by at least forty percent of board members for business transactions to take place and motions to pass.

*Section 7 — Officers and Duties:* There shall be three officers of the board, consisting of a chair, vice-chair, secretary and treasurer. Their duties are as follows:

*The chair* shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Board to preside at each meeting in the following order: vice-chair, secretary, treasurer.

*The secretary* shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

*The treasurer* shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

*Section 8 — Vacancies:* When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

*Section 9 — Resignation, and termination:* Resignation from the board must be in writing and received by the Secretary. A board member may be removed for by a three-fourths vote of the remaining directors.

*Section 10 — Special meetings:* Special meetings of the board shall be called upon the request of the chair, or at least 40% of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

#### ARTICLE V — COMMITTEES

*Section 1 — Committee formation:* The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The board chair appoints all committee chairs.

#### ARTICLE VII — AMENDMENTS

*Section 1 — Amendments:* These bylaws may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements.

#### CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on **October 17, 2009**

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Secretary

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Date