

U.S. Highway 14 Partnership Bylaws

Incorporated Under Laws of Minnesota

STATEMENT OF PURPOSE

The Highway 14 Partnership is an advocacy organization formed to promote necessary funding for the completion of the four-lane expansion of U.S. Highway 14 from Winona to New Ulm in order to promote safe and efficient travel.

MEMBERSHIP

Formed in 1998, the Highway 14 Partnership includes local governments - cities, counties and townships - located along Highway 14 between Winona and New Ulm. Local governments meeting this description shall be granted membership upon passage of a resolution by the council/commission/board stating their intent to join and upon payment of their annual membership dues.

AFFILIATE MEMBERS

The Highway 14 Partnership may establish separate membership categories for affiliate members and establish separate annual fees for each category.

OFFICERS

The officers of the Highway 14 Partnership shall include a President, Vice-President and Treasurer. The President and Vice President shall be elected officials. The officers shall be elected at the annual meeting held each year. Officers shall serve for approximately one year until successors are chosen. Except for the Treasurer, the officer so elected shall not serve more than three (3) successive terms.

The President shall preside at the meetings of the Highway 14 Partnership and the Board of Directors.

The Vice-President shall, in absence or disability of the president, perform the duties and exercise the powers of the President.

Minutes of meetings shall be taken by a designated secretary of the Highway 14 Partnership.

The Treasurer, which is an appointed local entity, shall have custody of the Highway 14 Partnership funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the Highway 14 Partnership. The Treasurer shall be responsible for the accounting functions for the Highway 14 Partnership, except that, any audit, if deemed necessary shall be performed by an independent consultant. The Treasurer shall report to the Highway 14 Partnership membership regarding the Highway 14 Partnership's finances, including revenues and expenditures for the fiscal year, at the Highway 14 Partnership's annual meeting and other times as requested by the President.

COMMITTEES

The Highway 14 Partnership by motion, or the President alone may establish such standing or special committees as are deemed necessary for the proper conduct of the affairs of the organization. Standing or special committees may be established at any meeting. The members of these standing or special committees shall be appointed by the President. The members of the committee may elect their own chairperson, unless the chair is designated by the President. The standing or special committees may meet from time to time upon their own motion and shall report any action taken by the committee to the Board of Directors.

The Highway 14 Partnership Board of Directors shall consist of the officers, the immediate past President, and not more than seven members appointed by the President. At least two (2) members of the board shall be members who are affiliate members.

ADMINISTRATION OF HIGHWAY 14 PARTNERSHIP AFFAIRS

The Highway 14 Partnership may retain such employees and agents as it shall deem necessary, who shall be employed for such terms and at such compensation and shall exercise such powers and perform such duties as shall be determined from time to time by the organization.

The membership may authorize the Board of Directors to contract for legislative services to be provided to the Highway 14 Partnership. These services may include, but are not limited to research, direct lobbying, media communications and other services to assist they Highway 14 Partnership's legislative program.

MEMBERSHIP AND BOARD MEETINGS

Membership and board meetings of the Highway 14 Partnership shall be called by the President. Membership or board meetings shall be held only after reasonable notice is given to each member. Notice shall be in writing and shall be delivered to each member by U.S. mail or other available means of remote communication. The President shall call an annual meeting of the Highway 14 Partnership at least once a year.

An agenda describing the matters to be considered by the membership shall be sent by mail or other means of remote communication permitted by law at least seven days prior to any regular membership meeting.

The official vote of each member at the membership meetings shall be given by an individual designated by the member. Each member, including affiliate members, shall have one vote on all official actions taken by the Highway 14 Partnership. All representatives of a member shall be permitted to participate in open discussion.

A quorum for a membership meeting is ten percent of the members entitled to vote at the meeting. A quorum for board meetings is 40 percent of the board members. If

a quorum has been present at a meeting and members have withdrawn from the meeting so that less than a quorum remains, the members still present may continue to transact business until adjournment.

The rule contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the meetings of Highway 14 Partnership in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Highway 14 Partnership may adopt.

Any membership or board meeting may be conducted solely by one or more means of remote communication through which the members may participate in the meeting, if proper notice of the meeting is given and the proper number of members participating in the meeting is sufficient to constitute a quorum. Participation through remote communications constitutes presence at the meeting.

If practicable, a member may participate in a membership or board meeting by means of telephone conference, or by other means of remote communication authorized by law. Although not physically present, participation in a meeting by remote communication constitutes presence at the meeting.

An action required or permitted to be taken at a membership or board meeting may be taken by written action signed, or consented to by electronic communication by the number of members that would be required to take the same action at a membership or board meeting which a quorum of members were present.

PUBLIC APPEARANCES

The President, or representative or representatives of the Highway 14 Partnership designated by the President, may address legislative bodies, administrative agencies, or the media to express the majority view of the Highway 14 Partnership.

FINANCES

A. Annual assessments

Each Highway 14 Partnership member shall pay an annual assessment. The annual assessment shall be established at the annual membership meeting, by a full vote of membership.

B. Special purpose fees, dues, or assessments

The Highway 14 Partnership may authorize special purpose fees, dues or assessments for services provided to portions, but not necessarily all of the membership. These special assessments, fees or dues shall be held and accounted for in a separate account.

FINANCES DISTRIBUTION OF ASSESTS UPON DISSOLUTION

If the Highway 14 Partnership dissolves, all assets acquired by the Highway 14 Partnership remaining after the date of dissolution and after payment of any outstanding debts or expenses, shall be returned to those members in good standing on the date of dissolution in proportion to the respective contributions made by the members.

AMENDING BYLAWS

These Bylaws may be amended by a motion introduced by a member at any regularly scheduled meeting of the Highway 14 Partnership. If such motion is seconded and adopted by a majority of the members in attendance at said meeting, said Amendment shall be reduced to writing and submitted by the United States Mail or by other means if electronic communication to all members for their vote. A date no less than fourteen days (14 days) and no more that thirty days (30 days) shall be set for counting of ballots. On the date set, a designated Secretary shall count all ballots which he has received and if two-thirds (2/3) of the members voting on said Amendment vote in support of said Amendment, the designated Secretary shall report the results of said election at the next regular meeting, at which time the Amendment to the Bylaws shall become effective.