

**BY-LAWS**  
**OF**  
**MINNESOTA BOOK PUBLISHERS' ROUNDTABLE**

**ARTICLE ONE**

**PURPOSE**

The purpose of this corporation shall be to develop, advance and promote the book publishing industry in Minnesota and adjacent areas, to provide book publishers and others in related professions and trades with an opportunity to exchange ideas and experiences, and to promote good fellowship and friendly cooperation among its members.

**ARTICLE TWO**

**MEMBERSHIP**

**Section 1. Qualifications.** Membership in the corporation shall be open only to the following: (1) any individual, partnership, corporation or other entity that is actively engaged in the business of book publishing and that conducts business in Minnesota or western Wisconsin; and (2) any individual, partnership, corporation or other entity that is actively engaged in the business of providing services to the book publishing industry and that maintains its headquarters or main business office in Minnesota or western Wisconsin. Any person or entity that meets the requirements for membership shall become a member of this corporation upon registration with the corporation and payment of the annual membership dues as set by the Board of Directors.

**Section 2. Annual Dues.** The annual dues for membership in this corporation shall be established by the Board of Directors prior to September 1 of each fiscal year, and shall be due and payable by November 1 of each fiscal year. Annual dues are paid for the fiscal year and are not pro rated. Dues will not be refunded to any member that terminates membership during a fiscal year.

**Section 3. Term.** The term of membership for any member of this corporation shall begin on the date on which such member satisfies all of the requirements for membership, and shall continue for as long as such member continues to satisfy all of the requirements for membership and timely pays its annual membership dues. The term of membership for any member which has not made timely payment of its annual membership dues shall terminate one (1) month after November 1 of the fiscal year in which payment is not made. The term of

membership for any member which ceases to satisfy all of the other requirements for membership shall terminate immediately.

**Section 4. Voting Rights.** Each member of this corporation shall be entitled to one (1) vote on all matters properly brought before the membership. Each member shall designate one (1) representative to cast that member's vote on all matters brought before the membership, and one (1) alternate to cast the member's vote in the event the designated representative is not present or able to vote.

## **ARTICLE THREE**

### **MEETINGS OF MEMBERS**

**Section 1. Annual Meeting.** The annual meeting of the members shall be held within ninety (90) days prior to the end of the fiscal year at such location in the Minneapolis-St. Paul, Minnesota metropolitan area as the Board of Directors shall designate. At the annual meeting, the members shall elect successors for directors whose terms will expire at the end of the fiscal year, and shall consider and act upon such other matters as may be properly brought before the members. The members shall also be given a report on the activities and current financial condition of the corporation.

**Section 2. Special Meetings.** A special meeting of the membership shall be held on the call of the Board or the President, or on the written demand of at least fifty (50) members or ten percent (10%) of the membership, whichever is less. Any such written demand must be signed, dated and delivered to the President or the Treasurer, and must state the purpose for which such special meeting is to be held. The Board shall call a special meeting within thirty (30) days after the receipt of a written demand from the required number of members, and shall hold the special meeting no later than ninety (90) days after the receipt of such written demand. All special meetings shall be held at such locations in the Minneapolis-St. Paul, Minnesota metropolitan area as the Board shall designate. The business transacted at a special meeting shall be limited to the business stated in the notice for such meeting.

**Section 3. Notice and Waiver.** Written notice of any membership meeting shall be given to each member not less than five (5) or more than sixty (60) days before the date of such meeting. All notices of membership meetings must state the date, time and place of such meeting. All notices of special meetings must also state the purpose for which such special meeting is to be held. Notices may be given by any of the means permitted under Minnesota Statutes Chapter 317A, and shall be deemed given as provided therein. A member may waive notice of any meeting orally, in writing or by attendance at any time before, during or after such meeting. Attendance by a member at a meeting shall be deemed a waiver of notice of that meeting, unless the member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or the member objects before a vote on an item of business because the item may not lawfully be considered at that meeting and such

member does not participate in the consideration of the item at that meeting.

**Section 4. Action of Membership.** Unless otherwise required by law, the affirmative vote of a majority of the members present at a meeting at which a quorum is present, or, if a quorum was present at the beginning of the meeting but no longer remains, the affirmative vote of a majority of the quorum required under Section 5 of this Article, shall be the act of the members.

**Section 5. Quorum.** A quorum for all membership meetings shall be ten percent (10%) of the total membership. If a quorum is not present, no action other than adjournment may be taken, except that if a quorum was present at the beginning of a meeting and members have withdrawn so that less than a quorum remains, the members still present may continue to transact business until adjournment.

**Section 6. Proxies Not Permitted.** The use of proxies shall not be permitted.

**Section 7. Voting Agreements Not Permitted.** Voting agreements shall not be permitted.

## ARTICLE FOUR

### BOARD OF DIRECTORS

**Section 1. Duties and Voting Rights.** The business and affairs of the corporation shall be managed by the Board of Directors. Each director shall be entitled to one (1) vote in all matters brought before the Board.

**Section 2. Number and Eligibility.** The number of directors shall be such number not less than three (3) as the Board shall determine from time to time. Only individuals who are members of the corporation or who are employed by a member of the corporation shall be eligible for election as directors.

**Section 3. Election; Term.** The directors of this corporation shall be elected by the members at the annual meeting. The term of each director elected shall be two (2) years, commencing on the date of election. Each director shall hold office until the expiration of the term for which such director was elected or appointed, and until his or her successor is elected and qualified, or until his or her earlier death, resignation or removal. No director shall serve for more than three (3) consecutive terms.

**Section 4. Nominations.** Prior to each annual meeting of the members, the Board shall appoint a Nominating Committee to prepare a list of candidates for all director positions to be filled at that annual meeting. The list prepared by the Nominating Committee, together with any additional nominations submitted by any member, either prior to or during the annual meeting, shall be presented to the membership for election at the annual meeting.

**Section 5. Resignation.** A director may resign at any time by giving written notice to the corporation. The resignation is effective when given, unless a later effective time is specified in the notice. The resignation is effective without acceptance by the Board.

**Section 6. Removal.** A director may be removed at any time, with or without cause, by a majority of all the directors then holding office, at a special meeting called for that purpose.

**Section 7. Vacancies.** Any vacancy on the Board may be filled by the remaining directors, though less than a quorum, for the unexpired portion of the term. Any vacancy that is not filled prior to the next annual meeting of members shall be filled by the majority vote of the members at the annual meeting, for the unexpired portion of the term.

**Section 8. Meetings.** The Board shall hold an annual meeting at any time after the annual meeting of the members but in any case no later than two (2) months after the first day of each fiscal year, and shall hold such other meetings as may be called by the Board or any director. Meetings shall be held at such times and places as the Board of Directors shall designate. Any director may call a meeting of the Board by giving notice to all of the other directors in the manner provided in these By-Laws.

**Section 9. Notice and Waiver.** Unless the date, time and place of a Board meeting was announced at a previous meeting of the Board, each director shall be given at least five (5) days' notice of the date, time and place of such meeting. Notice may be given by any method that is permitted under Minnesota Statutes Chapter 317A. Except for notice of a meeting to remove a director, a meeting notice need not state the purpose of the meeting. A waiver of notice by a director is effective whether given before, at or after the meeting, and whether given orally, in writing or by attendance. Attendance by a director at a meeting shall be deemed a waiver of notice of that meeting, unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the director does not participate in the meeting.

**Section 10. Action by Board.** Unless otherwise required by law or by these By-Laws, the affirmative vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board. If a quorum was present at the beginning of a meeting and directors have withdrawn so that less than a quorum remains, the affirmative vote of a majority of the directors remaining shall be the act of the Board.

**Section 11. Quorum.** A quorum for all meetings of the Board of Directors shall be one-half (1/2) of all directors then holding office. If a quorum is not present, no action other than adjournment may be taken, except that if a quorum was present at the beginning of a meeting and directors have withdrawn so that less than a quorum remains, the directors still present may continue to transact business until adjournment.

**Section 12. Proxies Not Permitted.** The use of proxies shall not be permitted.

**Section 13. Written Action.** Any action required or permitted to be taken at a meeting of the Board may be taken by written action signed by all of the directors. Any such written action shall be effective when signed by all of the directors, unless a different effective date is provided for therein.

**Section 14. Meeting by Means of Electronic Communication.** Members of the Board of Directors of the corporation, or any committee designated by such Board, may participate in a meeting of such Board or committee by means of conference telephone or similar means of communication by which all persons participating in the meeting can simultaneously hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

**Section 15. Committees.** From time to time, the Board may establish committees for purposes to be determined by the Board. All committees shall at all times be subject to the direction and control of the Board. Absent a resolution approved by a majority of the Board, no committee shall have any authority to act for or on behalf of the Board in the conduct and management of the business and affairs of the corporation.

## ARTICLE FIVE

### OFFICERS

**Section 1. Officers and Eligibility.** The officers of this corporation shall be a President and a Treasurer. The Board of Directors may provide for such other officers, including a Vice-President and a Secretary, as the Board may determine from time to time. No person may hold more than one office. All officers must be elected directors of the corporation.

**Section 2. Election; Term.** The officers shall be elected by the Board of Directors at each annual Board meeting. Each officer shall be elected for a term of one (1) year, commencing on the date of election, and shall hold office until his or her successor is elected and qualified, or until his or her earlier death, resignation or removal. If the Board of Directors decides to provide for additional officers at any time after its annual meeting, the Board shall elect such officers, and the term of each such officer shall run until the next annual meeting of the Board. No person shall hold the office of President for more than two (2) consecutive terms. Subject to annual election by the Board of Directors, a person who otherwise qualifies as an officer may hold any office other than President for an unlimited number of consecutive terms.

**Section 3. Resignation.** An officer may resign at any time by giving written notice to the corporation. The resignation is effective when given, unless a later effective time is specified in the notice. The resignation is effective without acceptance by the Board.

**Section 4. Removal.** An officer may be removed at any time, with or without cause, by

a majority of all the directors then holding office, at a special meeting called for that purpose.

**Section 5. Vacancies.** Any vacancy in any office shall be filled by the Board of Directors for the unexpired portion of the term.

**Section 6. Compensation.** Officers shall not receive compensation for their services as officers, but they may receive reimbursement of actual expenses incurred in the performance of their duties as determined and approved by the Board of Directors.

**Section 7. President.** The President shall preside at all meetings of the Board of Directors and shall see that all orders and resolutions of the Board are carried into effect. The President shall also schedule and make arrangements for regular membership meetings, including selecting or approving program topics and securing speakers. The President shall perform such other duties as may from time to time be prescribed by the Board of Directors, and, in general, shall perform all duties usually incident to the office of president in similar non-profit corporations.

**Section 8. Vice-President.** The Vice-President, if any, shall act in the absence of the President, including presiding at all meetings of the Board of Directors and seeing that all orders and resolutions of the Board are carried into effect. In the event of the death, resignation, or removal of the President, the Vice-President shall assume the duties of the President until the Board elects a new President. The Vice-President shall perform such other duties as may from time to time be prescribed by the Board of Directors or the President, and, in general, shall perform all duties usually incident to the office of vice-president in similar non-profit corporations.

**Section 9. Secretary.** The Secretary, if any, shall record the proceedings of all meetings of the membership and the Board of Directors, shall keep a register of the names and addresses of all members and the names, addresses and phone numbers of all directors, and shall keep on file a complete copy of the Articles of Incorporation and a complete copy of the By-Laws of this corporation. The Secretary shall also give proper notice of all membership and Board meetings as required under these By-Laws or applicable law. The Secretary shall perform such other duties as may from time to time be prescribed by the Board of Directors or the President, and, in general, shall perform all duties usually incident to the office of secretary in similar non-profit corporations.

**Section 10. Treasurer.** The Treasurer shall have custody of the corporate funds, shall keep accurate accounts of all receipts and disbursements and shall deposit all monies and other valuable effects in the name of, and to the credit of, this corporation in such depositories as shall be designated by the Board of Directors. The Treasurer shall have the power to endorse for deposit all notes, checks, and drafts received by this corporation, shall disburse the funds of this corporation as may be ordered by the Board of Directors and shall render to the President and the Board whenever requested an account of all transactions of the corporation and of the financial condition of the corporation. The Treasurer shall also perform such other duties as may from

time to time be prescribed by the Board of Directors or the President, and, in general, shall perform all duties usually incident to the office of treasurer in similar non-profit corporations.

## **ARTICLE SIX**

### **FINANCIAL MATTERS**

**Section 1. Fiscal Year.** The fiscal year of this corporation shall begin on July 1 and end on the following June 30.

**Section 2. Checks and Notes.** All checks or demands for money and all notes or other evidences of indebtedness issued in the name of this corporation shall be signed by such officer or officers and in such manner as the Board of Directors shall from time to time designate.

## **ARTICLE SEVEN**

### **DISTRIBUTION ON DISSOLUTION**

**Section 1. Plan of Dissolution.** Any plan for the voluntary dissolution of this corporation must be approved by a majority of all of the Directors then in office, and must be approved by a majority of the members present at a membership meeting at which a quorum is present.

**Section 2. Distribution on Dissolution.** In the event of the dissolution of this corporation, the assets and other property remaining after the payment of all liabilities shall be distributed to a nonprofit corporation organized under the Minnesota Nonprofit Corporations Act, which, in the discretion of a majority of the directors, will best carry out the objectives and purposes for which this corporation was formed.

## **ARTICLE EIGHT**

### **AMENDMENT OF BY-LAWS**

**Section 1. Amendment by Board.** The Board of Directors may amend these By-Laws or repeal these By-Laws and adopt new By-Laws at any time, except that the Board may not adopt, amend or repeal any provision of these By-Laws which: (i) fixes a quorum for meetings of members; or (ii) prescribes procedures for removing directors or filling vacancies in the Board. Any proposal to adopt, amend or repeal any such provision must be approved by a majority of the members present at a meeting at which a quorum is present.

**Section 2. Amendment by Membership.** At least fifty (50) members or ten percent (10%) of the membership, whichever is less, may propose a resolution for action by the members to adopt, amend or repeal By-Laws adopted, amended or repealed by the Board. The resolution must contain the provisions proposed for adoption, amendment or repeal. Any such proposal

must be approved by a majority of the members present at a meeting at which a quorum is present.

## **ARTICLE NINE**

### **NOTICES**

**Section 1. Notices.** Notices of meetings of members or directors and all other notices to members, directors or officers may be given in any manner provided in Minnesota Statutes Chapter 317A, including orally, by mail or by means of electronic communication.

**Section 2. When Received.** Notices given in any manner provided in Minnesota Statutes Chapter 317A will be deemed received when given.

Adopted by the Board of Directors of the Minnesota Book Publishers' Roundtable on **May 18, 2016.**