

- *Approved by Board of Directors 2013-09-28*
- *Approved by Membership 2013-10-26*
- *Approved by NORML 2014-03-14*

## **Minnesota NORML Bylaws**

### **ARTICLE I. Purpose**

**Section 1. Minnesota NORML (MN NORML) is a membership-based, nonprofit corporation and shall be affiliated with the National Organization for the Reform of Marijuana Laws (NORML) in accordance with the guidelines enumerated in the NORML Activist Program and Affiliate Guidelines.**

**Section 2. Minnesota NORML shall promote a better understanding of:**

2a. The current status of laws concerning marijuana (cannabis) in the State of Minnesota and in the United States;

2b. The civil liberty, medical, legal, environmental, and economic arguments for a more reasonable approach to marijuana-related laws in the State of Minnesota and the United States and;

2c. The policy options for marijuana regulation as delineated in the NORML Official Policy Statement.

**Section 3. Minnesota NORML shall lobby the Minnesota Legislature for more sensible and reasonable laws regulating the responsible uses of marijuana.**

### **ARTICLE II. Membership**

**Section 1. There shall be two types of membership; Voting Member and Associate Member.**

1a. Voting Membership: Members interested in furthering the mission of Minnesota NORML and that also contribute an annual, minimum amount of time, money, or other resources to help further Minnesota NORML's mission. The Board of Directors shall determine such minimum contribution amounts. All new Voting Members of Minnesota NORML will be also be provided a free, one year, membership to NORML

1b. Associate Membership: Members interested in furthering the mission of Minnesota NORML and that also enroll for Minnesota NORML membership by providing contact information allowing Minnesota NORML to identify the member's voting district.

**Section 2. The Board of Directors may establish various categories of voting membership with various amenities for recognition and appreciation of Minnesota NORML members contributing more than the minimum contribution. Any such categories of membership shall maintain one vote per Voting Member.**

## **ARTICLE III. Board of Directors**

**Section 1. Power of Board.** The Board of Directors shall manage the affairs of Minnesota NORML.

**Section 2. Number of Directors.** The number of Board members shall be not less than nine nor more than fifteen. The number of Board members may be increased or decreased by amendment to the Bylaws.

**Section 3. Election and Term of Directors.** Election of Board members shall occur at Minnesota NORML's Annual Membership Meeting.

3a. Elected Board members shall serve a three-year term upon being elected and shall hold office until the Annual Membership Meeting when the three-year term expires and until a successor has been elected and qualified.

3b. The terms of the Board of Directors shall be staggered allowing for approximately one-third of the Board members to be elected at each Annual Membership Meeting.

**Section 4. Qualifications.** Only Voting Members of Minnesota NORML shall be eligible to serve as Board members.

4a. Nominations for election to the Board of Directors may be submitted by Members to the Secretary prior to the Annual Membership Meeting. Members may also present nominees at the Annual Membership Meeting when called for by the Chair.

4b. The Board may appoint Advisory Board members who have no official vote.

**Section 5. Vacancies.** Board members may elect a Voting member to fill a vacant Board position. Board members elected by the Board to fill a Board vacancy, shall serve the remainder of the three-year term for the Board position to which they are elected, subject to approval by the membership at the next scheduled membership meeting.

**Section 6. Removal of Directors.** A Board member may be removed by a supermajority of 65% of the Board voting in the affirmative.

6a. If a Board member is not able to attend a Board meeting, the Board member shall notify the Chair, as soon as possible, prior to the start of the meeting. Board members absent from a Board meeting without prior notification shall be considered unexcused.

6b. Two unexcused absences from scheduled meetings of the Board represent cause for removal from the Board. The Board member in question shall be given the opportunity to speak and bring witnesses on their behalf prior to a vote being held. The Board member subject to removal is not eligible to vote on this matter.

**Section 7. Resignation.** A Board member may resign from the Board at any time by giving notice in writing to the Board Chair.

**Section 8. Quorum of Directors and Action by the Board.** A majority of the Directors then in office shall constitute a quorum for the transaction of business.

**Section 9. Meetings of the Board.** Board meetings, regular or special, may be held at such place and time as provided to each Board member at least fourteen days in advance, unless each board member agrees to waive such notice.

9a. The Board of Directors shall hold at least four meetings a year but may meet more frequently as determined by the Board.

9b. The Board of Directors shall hold an annual meeting of the Board to elect Board Officers.

**Section 10. Action by Directors; Meetings by Conference Telephone.** Any action required or permitted by the Board may be taken without a meeting if a majority of the Directors consent in writing through fax, mail, or by electronic mail.

10a. Directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence in person at the meeting.

**Section 11. Voting.** Each Director shall have one vote. Voting at meetings shall be done personally (physical or virtual presence) and no proxy shall be allowed.

**Section 12. Compensation.** Directors shall not receive any compensation from Minnesota NORML for services rendered to the Corporation as members of the Board, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts based on policies approved by the Board.

## **Article IV. Board Officers**

**Section 1.** The Board of Directors shall elect a Chair, a Vice-Chair, a Secretary, and a Treasurer. Officers shall not receive any salary and must be directors of the Corporation. The same person may hold any two offices, except that the Chair may not hold another office.

**Section 2. Term of Office.** Board Officers shall be elected for one-year terms at the regular annual meeting of the Board of Directors. Vacancies may be filled at any meeting of the Board. Each officer shall hold office until a successor shall have been duly elected or appointed and qualified.

**Section 3. Removal.** Any officer may be removed by a majority vote of the Board of Directors in office whenever in the Board's judgment the best interests of the

**Corporation will be served thereby.**

**Section 4. Resignation from Office. Officers may resign at any time by providing written notice to the Chair.**

**Section 5. Powers and Duties. The powers and duties of the Board Officers shall be as follows:**

5a. Chair: The Chair shall convene and preside at meetings of the Board of Directors. The Chair shall play a major role in resource development for the organization. The Chair, as well as any other persons authorized by the Board of Directors, may enter into agreements necessary to carry out the missions and programs of Minnesota NORML, except where these Bylaws or policies adopted by the Board require the signature of some other officer or agent of the Corporation. In general, the Chair shall perform all duties customary to that office.

5b. Vice-Chair: In case of the absence of the Chair, or of her/his inability from any cause to act, the Vice-Chair shall perform the duties of that office. Like the Chair, the Vice-Chair shall play a major role in resource development for the organization in general perform all duties customary to the office of Vice-Chair and such other duties as from time to time may be assigned by the Chair or by the Board.

5c. Secretary: The Secretary shall be responsible for keeping accurate records of all actions and meetings of the Board of Directors, see that all notices are duly given in accordance with these Bylaws or as required by law, maintain the official records of the organization and in general perform all duties customary to the office of Secretary and such other duties as from time to time may be assigned by the Chair or by the Board.

5d. Treasurer: The Treasurer shall be responsible for financial oversight of the organization, ensuring that appropriate fiscal records are kept, and that all funds are recorded, spent, and monitored consistent with funder requirements, legal requirements, and sound financial management. The Treasurer shall be responsible for providing the Board with monthly statements of current and year-to-date income and expenses. The Treasurer shall perform all duties customary to the office of Treasurer and such other duties as from time to time may be assigned by the Chair or by the Board.

## **ARTICLE V. Executive Director**

**Section 1. The Board of Directors shall elect an Executive Director.** The Executive Director shall act as the primary spokesperson for the organization. The Executive Director shall conduct and supervise activities of the organization, including carrying out the organization's mission and policies. The Executive Director presides at Membership meetings and acts as a liaison between Minnesota NORML and other organizations, politicians, the media, the public, and NORML. The Executive Director is responsible for presenting an annual budget for approval by the Board. The Board must approve any significant changes in the approved budget. The Executive Director will report the progress of the organization to the Board and Members and in general perform all

duties customary to the office of Executive Director and such other duties as from time to time may be assigned by the Chair or by the Board.

## **ARTICLE VI. Board Committees**

**Section 1. Executive Committee. The Executive Committee shall take all necessary actions to pursue the objectives of Minnesota NORML between regular meetings of the Board. Executive Committee actions are subject to approval by the Board of Directors.**

1a. The Executive Committee shall be comprised of the Officers of the Board and the Executive Director.

1b. The Chair of the Board shall chair the Executive Committee.

**Section 2. Finance Committee. The Finance Committee is responsible for ensuring that financial statements and procedures are evaluated to determine that adequate fiscal controls and procedures are in place and that the Corporation is in good financial health.**

2a The Treasurer shall be a member of the Finance Committee.

2b. The Finance Committee Chair shall be appointed by the Board Chair and shall make reports to the Board as needed or requested.

2c. All funds are to be deposited in accounts at reputable financial institutions under the name of the Minnesota NORML and maintained by the Treasurer and the Executive Director. The Treasurer shall provide a monthly statement of current and year-to-date income and expenses and shall make the statements available at meetings of the Membership and the Board.

2d. The Board of Directors and the Finance Committee Chair may appoint members to the Finance Committee.

**Section 3. Other Committees and Task Forces. The Board of Directors may create and appoint members to such other committees and task forces as needed. Such Committees and Task Forces shall have the power and duties designated by the Board of Directors and shall give advice and make non-binding recommendations to the Board.**

3a. Committee Chairs shall be appointed by the Board Chair and shall make reports to the Board as needed or requested.

3b. The Board of Directors and Committee Chairs may appoint members to each respective committee.

## **ARTICLE VII. Membership Meetings**

**Section 1. Membership Meetings.** The Executive Director shall convene Membership meetings and shall provide notice of meetings to Members by posting notices on Minnesota NORML's website, other MN NORML social media methods, and by electronic mail.

**Section 2. Annual Membership Meetings** shall be held once a year, to elect Directors to the Board, at a time and location set by the Board of Directors.

**Section 3. Qualification.** Only Voting Members, prior to the commencement of a Membership meeting, shall be permitted to vote on membership business matters including elections to the Board of Directors.

**Section 4. Quorum.** A quorum needed to conduct membership business is ten percent of the Voting Membership or fifteen Voting Members whichever is fewer. Except as otherwise provided by law or these Bylaws, the act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the Membership.

## **ARTICLE VIII. Amendments**

**Section 1.** Proposed amendments to Bylaws must be submitted to the Secretary. The Secretary shall present proposed Bylaw amendments to the Board of Directors. After review, the Board shall present proposed amendments to the Voting Members for discussion at the next Membership meeting. After presenting and discussing the proposed Bylaw amendments at a Membership meeting, a vote shall be scheduled for the next monthly Membership meeting, unless a supermajority of two-thirds of the Voting Members in attendance agree to waive such notice and vote at same meeting.

1a. Bylaws may be amended by two-thirds majority of the Voting Members in attendance at a Membership meeting.

**Section 2.** All amendments adopted by MN NORML are subject to approval by NORML.

## **ARTICLE IX. Parliamentary Authority**

**Section 1.** NORML bylaws and "Robert's Rules of Order," newly revised, by Sarah Corbin Roberts, shall be used in all cases not covered by these Bylaws, including but not limited to removal of officers from the Board or expulsion of Members.

## **ARTICLE X. Copies of Bylaws**

**Section 1.** Copies of Bylaws shall be posted on Minnesota NORML's website and made available to anyone upon request.

## **ARTICLE XI. Approval of Bylaws**

**Section 1. These bylaws have been reviewed and approved by the Voting Members of Minnesota NORML and the Board of Directors.**

**Chair:**

**Vice-Chair:**

**Secretary:**

**Treasurer:**

**Executive Director:**

**Director:**

**Director:**

**Director:**

**Director:**

**Director:**