

BYLAWS
OF
MDRA FOUNDATION

ARTICLE I: NAME OF ORGANIZATION

The name of this organization is MDRA Foundation.

ARTICLE II: PURPOSE

The purpose of this organization is to **promote youth participation and safety in running, to serve as an information resource through training and education programs; and to provide grants to support community running.**

ARTICLE III: LOCATION

This organization's principal office shall be **Sarah's address** and at such location in the State of Minnesota, as may be determined from time to time by the Board of Directors.

ARTICLE IV: BOARD OF DIRECTORS

Section 4.1. Board of Directors, ("Board").The Board shall be composed of fifteen (15) individuals ("Directors"), fourteen (14) being elected by the Minnesota Distance Running Association's general membership and one (1) fulfilling the role of Past President or appointed by the President in such years for which there is no Past President.

Section 4.2. Officers. The organization's principal Officers shall be a President, a Past President (when there is one), the Vice-President, a Treasurer, and a Secretary, who shall be members of the Board. At the discretion of the Board, other offices may be created with duties that the Board shall prescribe.

Section 4.3. Officers and Directors Terms of Office. The President shall be elected to serve a term of one (1) year and shall not be eligible to serve more than three (3) consecutive elected terms. The Past President shall serve a term of one (1) year following the final elected term as President. The Vice President shall be elected to serve a term of one (1) year and not more than four (4) consecutive elected terms. The Secretary and Treasure shall be elected to serve a term of two (2) years and not more than three (3) consecutive elected terms. Ten Directors shall serve terms of two (2) years. Directors may serve no more than three (3) consecutive terms. No Director shall serve more than nine (9) consecutive years with the exception of a member fulfilling the office of Past President who shall be permitted to serve as a Director for one additional year. Elections may be so arranged to provide for staggered terms.

Section 4.4. Eligibility for Officers and Directors. To be eligible for nomination for President or Vice President, a member must have served as a Director for a minimum of one (1) year within the three (3) years prior to the year of nomination. All other nominees for Directors shall be at least eight (18) years of age.

Section 4.5. Powers of Directors. The Directors shall be authorized to govern and guide the overall direction of this organization.

Section 4.6. Vacancies. A vacancy shall be filled by a person appointed by the President and subject to approval by a majority of the remaining Directors, for the unexpired portion of the term. If the President fails to appoint a new Director by the time of the second consecutive regularly scheduled meeting of the Directors following the date of vacancy, any Director shall be free to nominate a person to fill the vacant and the nominee shall be appointed Director subject to approval by a majority of the remaining Directors. The Board may appoint temporary or acting Officers as may be necessary during the temporary absence or disability of the regular officers.

Section 4.7. Duties of Directors. The Directors shall engage in their duties to further the stated purpose of the MDRA Foundation.

Section 4.7.1 President. The President shall be the Chief Executive Officer of the organization and shall fulfill the office's duties as prescribed by the Board, including seeing that the resolutions and directives of the Board are carried into effect, and presiding at all Board meetings. As authorized by the Board, the President may execute for the corporation all contracts, deeds, conveyances, mortgages, bonds, and other instruments in writing that may be required.

Section 4.7.2 Past President. The Past President shall provide assistance as the newly elected President assumes the duties of the President, transfer all MDRA Foundation documents to the President and perform such other duties as are delegated by the Directors.

Section 4.7.3. Vice President. It will be the duty of the Vice President to act in the absence or disability of the President and to perform such duties as may be assigned to him or her by the President.

Section 4.7.4. Secretary. The Secretary shall be the custodian of the minute books of the MDRA, and shall accurately keep minutes of the meetings of the Directors and shall perform other duties as are delegated to the Secretary by the President, Vice President, or Directors.

Section 4.7.4. Treasurer. The Treasurer shall have the authority and responsibility for the safekeeping of the funds and securities of the organization, shall maintain accurate and current records reflecting moneys received and distributed by the organization, shall maintain accurate and current records on all accounts maintained by the foundation with any bank, savings

and loan association, or other depository, shall prepare monthly financial statements which accurately reflect the organization's financial condition and present the same to the Directors at regularly scheduled meetings of the Directors, shall prepare such forms as are required by the Internal Revenue Service, shall set budgets for the forthcoming fiscal year, and shall perform such other duties as are incident to the office of Treasurer or are designated to the Treasurer by the President, Vice President, or Directors.

Section 4.8. Election of Directors. The Foundation's Board shall be elected by the Minnesota Distance Running Association's members at the annual meeting.

Section 4.9. Removal of Directors. Any Director may be removed for just cause by an affirmative vote of not less than two-thirds (2/3) of the Directors at any regular or special meetings of the Directors. Any Director who is absent from three (3) consecutive regular meetings of the Directors shall be automatically removed from the Board of Directors, unless such absences are deemed excusable by a majority of the Directors. Any Director terminating membership with the Minnesota Distance Running Association shall be automatically removed from the Board of Directors. The removal may be acted upon at any Board meeting, provided that notice of intention to consider removal has been given to each Board member and to the Officer affected at least thirty (30) days previously.

Section 4.10 Compensation. Directors shall receive no compensation for their Board service, but Directors may be reimbursed for reasonable expenses they incur in the performance of their duties.

ARTICLE V. MEETINGS

Section 5.1. Annual Meetings. The Board shall designate one meeting each year as an annual meeting, where Board elections will take place. The time and place of this annual meeting shall be conveyed to each Director at least thirty (30) days in advance of the meeting.

Section 5.2 Meetings of Directors. Directors shall conduct regular business meetings at least **quarterly**. Meetings shall be open to the public and all attendees may participate in the discussion. Only Directors shall be permitted to vote on motions or proposals.

Such meetings may be conducted wholly or partially through electronic communication if the same notice is given of the meeting that is otherwise required, and if the number of Directors participating in the meeting is sufficient to constitute a quorum. Participation in a meeting by such means constitutes presence at a meeting.

Section 5.3 Special Meetings. Special Board meetings may be called by the President, or by a majority of Directors.

Section 5.4. Time and Place of Meetings. The President and a majority of Directors may designate any reasonable time and place for the regular or special meetings of the Directors.

Section 5.5 Notice of Meetings. Notice of annual meeting shall be published in the Official Minnesota Distance Running Association publication not less than thirty (30) days prior to the date of the meeting. All Directors shall be notified by email, not less than seven (7) days prior to regular meetings of Directors and not less than twelve (12) days prior to special meetings of Directors.

Section 5.6. Quorum. A quorum shall exist in any meeting of the Directors if a majority of the Directors then in office are in attendance at said meeting.

Sections 5.7. Procedures at Meeting. Roberts Rules of Order shall govern the conduct at all Board Meetings.

Section 5.8. Voting by Proxy. At all meetings, Directors shall be entitled to vote only in person. No Director shall be entitled to vote by proxy at any meetings.

ARTICLE VI: COMMITTEES

Section 6.1 Authority. The Board may by resolution create committees, either ad hoc or standing, with such responsibilities as the Board grants them to help the Board carry out its duties. Except as provided by law, every committee shall be subject to the Board's control and direction, which will appoint and remove members as it determines appropriate. Committee members need not be Directors.

Section 6.2. Meetings. Committees may establish the times and places of their meetings, and select their leadership, unless otherwise specified by the Board. Notice of meetings shall be given to committee members at least five (5) working days in advance of the meeting unless all members agree to a shorter notification. A majority of the committee's membership shall constitute a quorum.

ARTICLE VII. OPERATION MANAGER

Section 7.1. Designation. The Board may select and employ an Operation Manager.

Section 7.2. Duties. The Operation Manager shall provide administrative and clerical support as delegated by the President or Vice President. As such, the Operation Manager shall be responsible for providing professional advice and assistance to the Board of Directors and shall and shall have such other powers to perform other duties the Board may assign.

Section 7.3. Other Staff. The Operation Manager, with approval of the Board, hire and discharge other staff as may be necessary to support the organization. The employed staff shall report directly to and be accountable to the Operation Manager or his or her designee(s).

Section 7.4. Checks, Drafts, Petty Cash Fund. The Operation Manager may be authorized to provide one of the signatures on checks, drafts, or other orders of payment of funds. He or she may also be authorized to administer a Petty Cash Fund, the size of which will be designated by the Board of Directors.

ARTICLE VIII: FISCAL MANAGEMENT

Section 8.1. Fiscal Year; Inspection. The organization's fiscal year shall begin on January 1. Every Director shall have a right to examine, in person or by agent or attorney, all organizational books and records at any reasonable time, at the place or places where usually kept, and make copies thereof.

Section 8.2. Execution of Documents; Loans. The Board may authorize any individual to enter into contracts, or to execute and deliver any instrument, in the name of the organization. No loans shall be contracted on the organization's behalf, nor shall debt be incurred in its name, unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

Section 8.3. Routine Banking. All organizational funds not otherwise employed shall be deposited from time to time in such bank or other depository as the Board may elect. All checks, drafts and other orders for payment of funds will be signed by such Officer(s) or such other person(s) as the Board shall designate.

Section 8.4. Conflict of Interest. The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

a) Definitions. An interested person, for purposes of this conflict of interest policy is any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below:

1) A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the organization has a transaction or arrangement,

b. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

The fact that one of the interests described above has occurred does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances that a conflict exists precludes board action. As provided in this Article the board shall determine whether a conflict exists.

b) The Board shall not enter into any contract or transaction with (a) one or more of its directors, (b) a director of a related organization or (c) an organization in or of which a director of this organization is a director, officer or legal representative, or in some other way has a material financial interest unless:

1) Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2) Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3) Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4) Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

The interested Director may be present for discussion to answer questions, but may not advocate for the action to be taken, cannot be included to establish a quorum for the meeting, and must leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

c) Compensation. This subsection shall govern when compensation from this Organization is being determined.

1) A voting member of the governing board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

2) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

3) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either

individually or collectively, is prohibited from providing information to any committee regarding compensation.

The Board will request that each Director or Officer disclose annually any known conflicts of interest involving an individual or entity conducting business with this organization.

Section 8.5. Indemnity. The organization shall indemnify and hold harmless any Director, Officer, or employee from any suit, damage, claim, judgment or liability arising out of, or asserted to arise out of conduct of, such person in his or her capacity as a Director, Officer, or employee except in cases involving willful misconduct. Indemnification provided under this section shall comply with and follow the requirements as provided by statute. The organization may procure insurance for such purposes.

Section 8.6. Ethics and Whistleblowing. It is the intention of the Board of Directors that when Board members, officers, staff, contractors, and volunteers are engaged in organization-related activities, they routinely observe all legal requirements and conduct themselves with the highest ethical principles in mind, regardless of whether the organization has adopted a formal Ethics policy. Individuals believing in good faith that a Board member, officer, staff member, contractor, or volunteer has engaged in illegal or unethical conduct are encouraged to bring their concerns to the President or Treasurer for review, investigation, and rectification as warranted. It is the intent of the Board that such individuals shall experience no undue negative consequences as a result of reporting such concerns in good faith.

ARTICLE IX: RATIFICATION AND AMENDMENTS TO THE BY LAWS

Section 9.1. Ratification of the By Laws. A simple majority at any Board meeting at which a quorum is present shall be necessary to ratify these bylaws.

Section 9.1. Amendments. Subject to restrictions imposed by law, the Board may amend the articles and bylaws by adopting, by a two-thirds' majority vote, a resolution setting forth the amendment, having provided written notice of the proposed amendments at least fifteen (15) calendar days prior to a duly-called meeting.

Approved: November 14, 2017

