

BYLAWS OF
MANDAN PROGRESS ORGANIZATION, INC.

ARTICLE I – INURMENT OF INCOME

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered. The Board of Directors may authorize funds to a non-profit charitable organization.

ARTICLE II - MEMBERSHIP

- Section 2.1 Membership of the organization will be evidenced by paid membership dues annually. Membership is available to any individual or business in agreement with the mission of the Mandan Progress Organization.
- Section 2.2 Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors and held once annually. In addition, the Board of Directors may organize meetings of the membership to meet the needs of the corporation.
- Section 2.3 Special Meetings. Special meetings may be called by the President or upon the written request of any director to the President and must be held at such place the Board may decide. Twenty-five percent or more of the voting members may call a special meeting by signing a petition.
- Section 2.4 Remote Annual or Special Meetings. The Board of Directors may determine that an annual meeting or a special meeting may be held solely by means of remote communication.

ARTICLE III – BOARD OF DIRECTORS

- Section 3.1. Management and Board Composition. The management and administration of this organization shall be vested in a Board of Directors consisting of not less than nine (9) nor more than eleven (11) persons who:
- A. Shall be members in good standing as evidenced by being current on dues and any other payments owed to the organization being no more than 30 days outstanding.
 - B. Shall be elected by the general membership as hereinafter set forth.
 - C. Shall strive to have at least five representatives of business and one individual member who shall be elected. In addition, one representative of the City of Mandan, one representative of Morton County and one representative of the Mandan Park District shall be designated by their respective entities. The latter public sector board members are permitted to appoint another staff member from their organization as a voting delegate at board meetings if they are unable to attend.
 - D. Shall strive to have only one member from the same business.¹
 - E. Board of Directors will hold office for three-year staggered terms, staggered with an election of an average of two or three directors held each year. In the years 2021 and 2022, three and then two board members in those years will be elected to a two-year term. 2023 all new terms will be for three years.

¹ April 20th, 2022 Board Meeting

- F. The Board of Directors shall have power to set the number of directors within the limits set forth and fill unexpired vacancies when they occur.

Section 3.2. Nominations for Board of Directors

- A. The President shall appoint a Nominating Committee to be chaired by the past president or as appointed by the president at least 45 days prior to the annual meeting.
- B. The Nominating Committee shall select one slate of candidates for the open board positions to be filled and present them to the Board for approval prior to the presentation to the general membership at the annual meeting.

Section 3.3. Elections

- A. Election of board members shall be by the general membership at the annual meeting. Each dues paying member shall be entitled to one vote on each matter submitted to vote of the members. A ballot will be mailed or sent electronically to the general membership to allow members the ability to cast a vote. There will be one vote allowed per business and one vote per individual member and voting will be open for a period no longer than (15) days from the date when ballots are issued.
- B. The President shall have the responsibility of notifying the general membership of the names of the candidates nominated by the Nominating Committee and also of the rights of the membership to make additional nominations. Additional candidates for officers can be nominated by any other member in good standing either by contacting the President or by making the nomination from the floor during the annual meeting.
- C. All candidates shall be offered an opportunity to speak at the November general membership meeting. Voting ballots shall include a brief bio and statement of reason/intentions toward Board Service. Such bio/statement shall be submitted in writing to the Executive Director.
- D. In the case of a tie, the Board of Directors shall by ballot of all Board members elect such person(s) to the Board.
- E. Election of officers shall be by the Board of Directors at the January board meeting.²

Section 3.4. Special Meetings. At the request of the President, Executive Director, or written request of three (3) Board of Director members, the Secretary or designee shall call a special meeting within ten (10) days of such request and officially notify all members and officers.

Section 3.5. Board of Director Business

Actions or decisions of the Board of Directors between meetings may be conducted electronically. Decisions must be approved by the number of directors that would be required to take the same action at a meeting of the board at which all directors were present and takes effect

at that time, unless another time is specified. All directors must be notified, either personally or by mail or electronic mail, if and when the action is approved.

Section 3.6. Quorum and Voting

- A. A quorum for meetings of the Board of Directors shall be at least one-half of the membership of the board.
- B. A simple majority vote of the attending quorum shall be sufficient to transact business.
- C. The City of Mandan Business Development Director, a representative of Mandan Public Schools, and a representative from Fort Abraham Lincoln State Park shall serve as ex-officio non-voting members.
- D. In the event of a tie, the President shall cast his/her vote for a decision.

Section 3.7. Duties of the Board of Directors

The duties of the Board of Directors shall include, but not be limited to, the following:

- A. Manage the affairs of the organization and set and adopt all policies and procedures consistent with the objective of the organization.
- B. Designate and participate on committees necessary to carry out the objectives of the board.
- C. Provide budget and financial oversight and authorize the distribution of funds collected.
- D. Contract an Executive Director to coordinate activities of corporation and committees formed.
- E. Attend each meeting of the Board of Directors.
- F. Removal of an elected member from the board shall be at the discretion of the full Board of the Directors, requiring a two-thirds vote of the directors who are present and entitled to vote, if any of the following occurs: ³
 - Board member has not attended three consecutive meetings or have only attended 4 or less scheduled meetings within a calendar year.
 - Officer is remiss in fulfilling duties within Bylaws.

Section 3.8. Liability

- A. Officers, directors and employees shall have no personal responsibility or liability for any act of this organization, and shall not be liable personally for any of the actions of the organization.
- B. The Board of Directors, at its option, may elect to carry such insurance as will indemnify the officers, directors, and employees against any liability incurred in the lawful performance of their duties.

³ April 20th, 2022 Board Meeting

ARTICLE IV – OFFICERS

Section 4.1. Election of Officers and Rights

- A. The officers of this organization shall be as follows: A past president, president, a vice president, a treasurer/secretary, who shall be elected annually by the Board of Directors.
- B. The president shall be elected from the Board of Directors, and shall, if available and by approval of the Board of Directors, ascend to the past presidency following term(s) of service as president. If a current president does not ascend to past president due to personal choice or by not securing enough votes to remain on the board, a past president should be filled via nomination from current board members that have previously held the past president officer. If no current past president is nominated, then follow procedure for Vacancies (Section 4.3)
- C. The vice president shall be elected from the Board of Directors, and shall, if available and by approval of the Board of Directors, ascend to the presidency the year following the term(s) of service as vice president.
- D. Officers shall have the same rights and privileges as other directors.

Section 4.2. Terms of Officers

The election of officers shall be for a term of one (1) year.

Section 4.3. Vacancies

If any office becomes vacant during the year, the Board of Directors may fill the vacancy for the unexpired term.

Section 4.4. Duties of Officers

- A. President
 - 1. The president shall be the chief officer of the organization and the chairman of the Board of Directors,
 - 2. The president shall preside at Board and Membership meetings unless absent, unable to serve, or delegates such authority, and perform such other duties as are incident to his/her office or may be required by the Board of Directors.
 - 3. The president shall chair the Executive Committee.
 - 4. The president shall be an ex-officio member of all other committees.
 - 5. The president shall call all regular and special meetings of the Board of Directors and committees as deemed necessary.
- B. Vice President

1. In the absence of or inability to serve by the president, the vice president shall have all the powers and perform all the duties of the president.
 2. The Vice President shall serve on the Executive Committee.
- C. Treasurer/Secretary
1. The Treasurer/Secretary shall provide oversight of the books of record, review meeting minutes for all acts and proceedings of the organization. Record minutes of all executive committee meetings.
 2. Maintain that all organizational documents (including By Laws, Operation Policies and Guidelines, Duties of the Board of Directors, Executive Director Contract, Employment Manual etc.) are kept up-to-date and complied with.
 3. Shall perform other duties as the Board of Directors may prescribe.
 4. In the absence of or inability to serve by the president, or vice president, the Treasurer/Secretary shall have all the powers and perform all the duties of the president.
 5. The Treasurer/Secretary shall serve on the Executive Committee.
- D. Past President
1. The past president or other board member designated by the board shall chair the Nominating Committee.⁴
 2. The past president shall serve on the Executive Committee.

ARTICLE V - EXECUTIVE DIRECTOR

- Section 5.1. The Board of Directors shall contract an executive director who will be charged with the administrative management of the affairs of this organization, subject to the approval and direction of the Board of Directors. Such executive director shall be bonded for an amount to be determined by said Board of Directors, the costs of said bond to be borne by the Mandan Progress Organization.
- A. The office of the Executive Director shall provide financial reports prescribed by the Board of Directors for all funds received, kept, and disbursed.
 - B. The office of the Executive Director shall keep, (or cause to be kept), proper books of record, financial reports, true and accurate minutes of all acts and proceedings of the organization, Board of Directors, and event committees.

⁴ April 20th, 2022 Board Meeting

ARTICLE VI – AFFILIATIONS

Section 6.1. The Board of Directors, or this organization, may become members of, or affiliated with, such regional and national educational or consultation organizations as deemed beneficial, appropriate, and helpful.

ARTICLE VII – STANDING COMMITTEES

Section 7.1. Executive Committee of the Board of Directors

- A. Membership: President, vice president, treasurer/secretary, past president, and City of Mandan designee. MPO Executive Director shall serve as a non-voting, advisory member by virtue of his/her position. The president shall serve as chairman except that in the president's absence, the vice president shall serve as chairman.
- B. Annually, and/or prior to renewal of contract, the Executive Committee shall evaluate the performance of the Executive Director. An annual performance base increase in salary for the Executive Director shall be decided by the Executive Committee and presented for approval by the Board of Directors.
- C. Following a performance evaluation of the Executive Director and prior to the issuance of a new contract, the Executive Committee shall conduct a contract review and draft a renewed contract. The contract is subject to the approval by the Board of Directors.
- D. No later than May 1 of each fiscal year, the Executive Committee shall present a review of the prior fiscal year's actual expenditures in comparison to that year's budget. The office of the Executive Director shall also present no later than May 1 the upcoming year's proposed budget recommendations.
- E. The Executive Committee shall act only in the interval between meetings of the Board of Directors and at all times is subject to the control and direction of the Board of Directors. The Executive Committee shall meet at the call of the president, secretary, or the Executive Director. The quorum shall be a majority of its members, and action by the majority attending the meeting shall constitute action by the committee.

Section 7.2. Nominating Committee

- A. Membership: At least three members including the past president or other board designee as chair and at least one general member.
- B. It shall be the function of the Nominating Committee to seek potential candidates and present a slate of candidates to the members of the Board of Directors.

Section 7.3. Veto Power

The Board of Directors shall have veto power over any business transacted by any committee.

ARTICLE VIII - FISCAL YEAR

The fiscal year of the organization shall begin on January 1st and end on December 31st of each calendar year.

ARTICLE IX - AMENDMENT OF BY-LAWS

The Board of Directors, by a two-thirds vote of the directors who are present and entitled to vote on the proposed amendment, may amend the By-Laws of this organization at any meeting of the board of which notice of the meeting and of the proposed amendment has been given in written form and delivered by mail, fax, or other electronic means or in person to all members of the Board of Directors.

ARTICLE X - PERPETUAL EXISTENCE

This organization is organized and intended for perpetual existence; however, upon dissolution of the organization, the Board of Directors shall, after paying or making provisions for the payment of the liabilities of the organization, dispose of all assets of the organization exclusively for the purposes of the organization in such manner as organized under Chapter 10-24 of the North Dakota Century Code, as the Board of Directors shall determine.

Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

These By-Laws of the Mandan Progress Organization have been officially adopted as of August 23, 2006, amended January 12, 2011, amended May 15, 2013, amended January 20, 2016, amended Oct. 20, 2021, amended April 20, 2022