

## **LeadMN Bylaws**

### **Article I: Name, Mission Statement and Purpose**

#### Section A: Name

The name of this organization shall be the Minnesota State College Student Association, Inc., doing business as LeadMN, hereafter referred to as LeadMN.

#### Section B: Mission Statement

LeadMN is an association of Minnesota's public two-year college students, which works to ensure accessible, quality, and affordable public higher education while providing students with representation, leadership development, and communication across the state.

#### Section C: Purpose

The purposes of LeadMN shall be:

1. To advocate for students in Minnesota Technical Colleges, Community Colleges, and Consolidated Colleges.
2. To empower the students by organizing, providing, and promoting activities that encourage unity within the student community.
3. To provide opportunities for students to develop their leadership skills.
4. To provide information and advocate on behalf of students to decision makers on issues affecting students.
5. To facilitate and support students to be more visible and active at the local, state, and national level.
6. To establish an effective and efficient network of communication among students, campuses, and LeadMN.
7. To ensure that all student voices are heard through recognizing, encouraging, and supporting diversity in order to foster a strong student community.
8. To promote higher education equality for all regardless of income, race, ethnic or cultural background, religion, gender, sexual orientation, family or marital status, veteran status, age, physical or mental capacity, level of education, and citizenship status.

### **Article II: Membership**

#### Section A: Student Members

All students enrolled in at least one credit at a public Minnesota Technical, Community, or Consolidated College shall be considered members of LeadMN. Students shall be non-voting members of LeadMN, unless otherwise provided in these bylaws.

#### Section B: State Fees

All students shall pay a (per credit) fee to LeadMN in accordance with Minnesota Statutes, Minnesota State Colleges and Universities (herein referred to as Minnesota State) Policies and Procedures, and LeadMN Financial Policies.

### Section C: Campus Regions

LeadMN will recognize its membership through 7 statewide regions:

1. North
2. Central
3. South
4. West Metro
5. East Metro
6. The Cities
7. Northwest Metro

## **Article III: General Assembly (GA)**

### Section A: Powers and Responsibilities

The GA shall elect the Board of Directors Regional Representative members. There will be one Regional Representative for each of the regions listed in Article II, Section C.

### Section B: Meetings

The GA shall meet two (2) times each year, once in the fall and once in the spring. Both meetings will include financial, policy, and program updates from LeadMN student and staff leadership. The election of the Board of Directors Regional Representatives will occur at the spring GA. Those elected will serve for the following academic year. Setting the platform and program priorities will occur at the fall GA.

### Section C: Voting

Voting rights are given to any LeadMN members in attendance at the GA. A majority of Regions present shall constitute a quorum. There will not be proxy voting.

Current Board of Directors Regional Representatives have voting privileges, however are exempt from voting in an election of which they are a candidate, as is any given LeadMN member.

## **Article IV: Board of Directors (BoD)**

### Section A: Powers and Responsibilities

The Board of Directors shall be the official representative body of the membership and shall have final authority over all LeadMN matters. A majority of the Board of Directors shall constitute a quorum. Actions of the BoD shall require a two-thirds vote of Representatives present and

voting, except as otherwise provided in these Bylaws. Each Regional Representative's vote must be recorded on all main motions and amendments to main motions.

The Board of Directors shall take the following actions:

1. Approve amendments to these Bylaws.
2. Revise (as necessary) LeadMN policies and procedures, including but not limited to the financial policies and Board procedures.
3. Hire and oversee LeadMN Executive Director.
4. Set the budget for each year.
5. Act to advocate the positions adopted at the fall GA.
6. Act in the duty of care, the duty of loyalty, and the duty of obedience as defined in non-profit BoD training.
7. The BoD may adopt any motions or resolutions it deems necessary to carry out its duties as the official representative body of students. Such motions or resolutions shall be binding in all LeadMN matters.

#### Section B: Membership and Voting

The BoD shall consist of a total of seven voting Regional Representatives (one from each campus region as listed in Article II: Section C).

#### Section C: Meetings

The BoD shall meet monthly during the academic year and at least once during the summer. Special meetings may be called by the Board Chair and shall be called at the request of four members of the Board. Seven days of notice shall be provided for special meetings. Emergency meetings may be held with 24 hours' notice.

The BoD may meet in-person, by conference call, or virtually. The BoD will follow Minnesota Open Meeting laws. Minutes will be taken and made available by request.

#### Section D: E-meetings

The Chair may request the Board take action without a meeting. The Chair shall email the motion to all members of the Board for a vote. All Board members shall be given at least 24 hours to respond unless the Chair determines more time is needed. The same voting requirements shall apply as for votes taken during a meeting with full quorum. Upon request of two Board members, the motion shall instead be considered at the next regular meeting of the Board or at a special meeting of the Board.

#### Section E: Executive Session

Personnel and legal matters shall be handled in an Executive Session of the Executive Committee members and Executive Director.

#### Section F: Board Training

The Board shall be given an annual presentation at a summer Incoming Leaders Training concerning the legal, fiduciary, and financial responsibilities of the Board. This presentation shall include a review of each member's required standard of conduct and duty of care/loyalty/obedience, a review of Board members' responsibilities and resources, training on Minnesota laws regarding the solicitation of funds for charitable purposes, and information on hiring/equal employment opportunity. These trainings are required for all members before assuming their position.

#### Section G: Executive Director Oversight

The Board shall be responsible for overseeing the Executive Director. The Executive Director shall be responsible for the day to day management of LeadMN including administration and operational issues, and oversight of all other personnel.

#### Section H: Open Meeting Operations

LeadMN will strive for transparency in its Board actions by inviting the public to attend non-Executive Session Board meetings, and by sharing publicly minutes of the meetings of its Board of Directors.

#### Section I: Committee Meetings

All committees of the Board may meet in-person, by conference call or virtually. Committee meetings will follow Minnesota Open Meeting laws. Minutes will be taken and made available by request.

### **Article V: Term and Term Limits**

1. A term is defined as anything over six (6) months to a year of active service.
2. Every term of office for an elected position shall begin July 1 and shall end June 30.
3. No person shall be considered eligible to seek election to an Executive Committee or BoD position after serving two (2) terms in that position.
4. No person shall be considered eligible to seek election to an Executive Committee or BoD position after serving three (3) consecutive terms in any of these LeadMN elected positions.
5. All elected Executive Committee and BoD members shall be limited to serving in a single elected position. This provision does not prohibit any elected officer from being elected or appointed to any standing or ad-hoc committee, or from serving as the official LeadMN representative on a Minnesota State system wide appointment.

### **Article VI: Executive Committee Member Duties**

The officers of LeadMN shall be the Chair and the Vice Chair, who were elected at the spring GA. This election will take place after the election of the seven Regional Representatives and the results are shared with all students in attendance. Of the newly elected Regional Representatives, any student can nominate themselves or another student to serve as Chair of the Board. Once all nominations are made and accepted, an election will occur following

LeadMN election polices. The student with the most votes will serve as Chair. The student with the second highest number of votes will serve as Vice Chair.

Officer duties will be as follows:

#### Section A: Board Chair

1. The Chair shall provide leadership to the Board of Directors to ensure the Board fulfills its governance responsibilities in accordance with LeadMN's mission, Articles of Incorporation, these Bylaws, and applicable federal and state laws.
2. The Chair shall preside at all meetings of the Board of Directors and, when applicable, meetings of the Executive Committee, unless otherwise provided in these Bylaws.
3. The Chair shall work in collaboration with the Executive Director to develop agendas for Board meetings and shall ensure that meetings are conducted in an orderly, efficient, and fair manner.
4. The Chair shall serve as the primary liaison between the Board of Directors and the Executive Director. The Chair shall support and advise the Executive Director. The Chair shall oversee or participate in the evaluation of the Executive Director, as authorized by the Board.
5. The Chair shall support officer succession planning and leadership continuity for the Board.
6. The Chair shall perform such other duties as may be assigned by the Board of Directors from time to time or as are incident to the office.

#### Section B: Board Vice Chair

1. The Vice Chair shall assist the Chair of the Board in the performance of the Chair's duties and responsibilities and shall carry out such assignments as may be delegated by the Chair or the Board of Directors.
2. In the absence, incapacity, resignation, or removal of the Chair, the Vice Chair shall assume the duties and powers of the Chair, subject to any limitations imposed by the Board of Directors or these Bylaws.
3. The Vice Chair shall preside at meetings of the Board of Directors or committees when requested by the Chair or in the Chair's absence.
4. The Vice Chair shall assist in officer succession planning and leadership development to ensure continuity of Board leadership.
5. The Vice Chair shall perform such other duties as may be assigned by the Board of Directors or the Chair of the Board from time to time or as are incident to the office.

#### **Article VII: Vacancy, Recall, Removal**

The term of officers and Regional Representatives shall be one year in length beginning July 1. In the event of a vacancy of an officer position, the LeadMN special elections policies and procedures go into effect.

#### Section A: Removal of Regional Representatives

The Board of Directors may remove a Regional Representative by a two-thirds vote at a regular or special meeting of the BoD, pursuant to any applicable federal, state, and local laws and also in accordance with the LeadMN governing documents providing:

1. Breach of these bylaws.
2. Non-compliance with LeadMN policy.
3. Violation of the BoD agreement.
4. Illegal activity directly relating to, or affecting their role within, LeadMN.
5. Failure to fulfill the duties required of their office.
6. Misuse of LeadMN funds.
7. Ineligibility for boardship.
8. Members are absent for two (2) consecutive BoD meetings or four meetings during their term.

Clarity of process

1. Notice of the planned vote to remove any individual board member will be provided to the individual
2. The individual will have the opportunity to respond in writing or at the next scheduled Board meeting
3. The voting process will be clearly shared with the member of the board

#### Section B: Removal of Officers

The Board of Directors may remove an officer by a three-fourths vote at a regular or special meeting of the BoD, pursuant to any applicable federal, state, and local laws and also in accordance with the LeadMN governing documents providing:

1. Breach of these bylaws.
2. Non-compliance with LeadMN policy.
3. Violation of the BoD agreement.
4. Illegal activity directly relating to, or affecting their role within, LeadMN.
5. Failure to fulfill the duties required of their office.
6. Misuse of LeadMN funds.
7. Ineligibility for boardship.
8. Members are absent for two (2) consecutive BoD meetings or four meetings during their term.

Clarity of process

1. Notice of the planned vote to remove any individual board member will be provided to the individual
2. The individual will have the opportunity to respond in writing or at the next scheduled Board meeting
3. The voting process will be clearly shared with the member of the board

### Section C: Succession

If the Chair resigns or is removed from the office, the Vice Chair will assume the Chair's duties until an election is held. A special election shall occur at the next BoD meeting at which point the Vice Chair will be able to run in the election for Chair. Candidates will be required to submit a letter of intent by the assigned deadline prior to the special election.

### Section D: Filling Vacancies

Executive Committee members and Regional Representative seats, other than the Chair, that become vacant, shall be filled by election. The BoD shall fill the position by a majority vote.

## **Article VIII: Committees**

All LeadMN committee members and Minnesota State System-Wide representatives shall be volunteers amongst the Board of Directors or appointed by the Chair, unless otherwise specified in these Bylaws.

### Section A: Appointment Process

1. The Chair shall make all existing committee vacancies known at the next upcoming GA or at their discretion via digital communication to all LeadMN members; and
2. Applicants shall submit a letter of intent via email to join the committee within 21 days of when the vacancy is announced; and
3. The Chair shall announce their appointments at the next Board of Directors meeting; and
4. The Board of Directors must ratify presidential appointments by a simple majority vote at the meeting they are announced; and
5. The Board of Directors may remove any Chair appointment with or without cause by a two-thirds (2/3) vote.

### Section B: Committee Chairs

1. The chair of each committee shall have the power to delegate to any committee member such duties as within the capacity of members to conduct to facilitate the accomplishment of the committee's goals;
2. Unless otherwise specified in these Bylaws, the chair of each committee will be chosen by the committee by majority vote at the first meeting of the term;
3. The chair must notify the LeadMN office and individual committee members of any meetings or changes made; and
4. Committee chairs shall be responsible for maintaining meeting minutes and submitting them to the LeadMN Communications Team and committee members; and
5. Should a committee chair vacate their position, a new chair shall be selected by majority vote at the next meeting of said committee.

### Section C: Committee Terms

The term of office for the LeadMN committee members shall begin on the date of appointment. Terms of office for all the LeadMN committee members shall end by June 30 of the following calendar year.

#### Section D: LeadMN Standing Committees

1. The LeadMN Steering Committee shall:
  - a. Consist of the LeadMN Secretary, any number of Board of Directors members and two (2) non-board members;
  - b. Be chaired by the LeadMN Secretary;
  - c. Review working documents, including but not limited to LeadMN's Bylaws and Election Policy, as directed by the Board of Directors or the Chair;
  - d. Present recommendations to the Board of Directors during at least two (2) separate scheduled Board of Directors meetings, prior to the annual GA review, concerning the association's working documents in accordance with these Bylaws.
2. The LeadMN Fiscal Committee shall:
  - a. Be comprised of the Treasurer, Executive Director, any number of Board of Directors members, and two (2) non-board members;
  - b. Be chaired by the LeadMN Treasurer with the Executive Director serving as Vice-Chair;
  - c. Review and approve requests for additional funding made by members of the Board of Directors for Regional Meetings; and
  - d. Report the association's monthly profit and loss statement and balance sheet at regularly scheduled GA and Board of Directors meetings.
3. The LeadMN Advocacy Committee shall:
  - a. Be comprised of any number of Board of Directors members, the LeadMN Policy Coordinator, and two (2) non-board members;
  - b. Shall have the policy coordinator serving as Vice-Chair;
  - c. Shall work on the development of the advocacy and public policy platform for LeadMN;
  - d. Oversee the implementation of efforts to push that agenda throughout the academic year.

#### Section E: LeadMN Ad-Hoc Committees

1. Ad-hoc committees may be established by the GA or Board of Directors as they deem necessary and shall:
  - a. Be composed of any number of Board of Directors members and up to two (2) non-board members, unless by a two-thirds (2/3) vote, the Board of Directors changes the membership number to consist of more members. The President shall appoint all members and an interim Chair of the committee and may remove any member, with Board of Directors approval via simple majority vote;
2. Elect a chair from within its membership at their first meeting or the meeting following a vacancy, who shall be responsible for maintaining meeting minutes and submitting them to the LeadMN Communications Manager; and
3. Dissolve by June 30 of each year, unless extended or made permanent.

## **Article IX: Regions**

LeadMN campus communities shall be defined as community, technical, and consolidated community and technical colleges that are recognized by the Minnesota State Board of Trustees and shall be updated in the LeadMN Bylaws whenever the Minnesota State Board of Trustees officially takes action and recognizes them.

### Section A: Locations

Campuses residing in these Minnesota communities shall be part of the regions as follows:

- **Region 1: North**
  - Minnesota North College: Hibbing Community College, Itasca Community College, Mesabi Range College - Eveleth and Virginia, Rainy River Community College, Vermilion Community College
  - Fond du Lac Tribal and Community College
  - Lake Superior College
  - Northland Community and Technical College: East Grand Forks and Thief River Falls
  - Minnesota State Community and Technical College: Detroit Lakes, Fergus Falls, Moorhead, and Wadena
  - Northwest Technical College
- **Region 2: Central**
  - Ridgewater College - Hutchinson and Willmar
  - Central Lakes College - Brainerd and Staples
  - Pine Technical and Community College
  - St. Cloud Technical and Community College
  - Alexandria Technical & Community College
- **Region 3: South**
  - Minnesota West Community and Technical College - Canby, Granite Falls, Jackson, Luverne, Pipestone, and Worthington
  - Riverland Community College - Albert Lea, Austin and Owatonna
  - Minnesota State College Southeast - Red Wing and Winona
  - South Central College - North Mankato and Faribault
  - Rochester Community and Technical College
- **Region 4: West Metro**
  - Normandale Community College
  - Hennepin Technical College - Brooklyn Park and Eden Prairie
- **Region 5: East Metro**
  - Inver Hills Community College
  - Century College
  - Dakota County Technical & Community College
- **Region 6: The Cities**
  - Minneapolis College
  - Saint Paul College
- **Region 7: Northwest Metro**

- Anoka-Ramsey Community College - Cambridge and Coon Rapids
- Anoka Technical College
- North Hennepin Community College

### **Article X: Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order: Newly Revised shall govern LeadMN in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order LeadMN may adopt.

### **Article XI: Amendments**

The process of amending these Bylaws shall be initiated by the Board of Directors, or members at the General Assembly. Bylaws and other Board policies should be reviewed for clarity and consistency at least once every other year. A two-thirds vote by the Board of Directors shall be required to approve any amendments. Amendments to the Bylaws shall be effective immediately.

### **Article XII: Compensation**

All members of the Board of Directors are paid positions. The rate of pay and maximum number of hours for each position is set by the Board of Directors during their annual budgeting process for the following academic year's members. These details will be included on the application form for each position.

While paying officers is allowed in Minnesota based non-profits, it does raise scrutiny. LeadMN has determined paying our Board members to be a critical need considering that they are students and as an organization, there is a need to honor the time student leaders are investing in the work of the organization. In order to provide explicit safeguards, the Board of Directors approves compensation before each annual election occurs, any student serving on the Board of the Directors who also plans to run for another term will recuse themselves from any discussion of their pay, and compensation for members of the Board does not create employee authority over staff. The Board of Directors remains responsible for Executive Director oversight. The Executive Director then is responsible for oversight of the staff.

Last reviewed and modified in February 2026 by the Board of Directors