

BYLAWS OF MINNESOTA EROSION CONTROL ASSOCIATION

INDEX

Article I.	Office – Principal Office; Change of Address; Other Offices	1
Article II.	Nonprofit Purposes – IRC Section 501 (c) (3) Purposes; Specific Objectives and Purposes	1
Article III.	Directors -- Number; Qualifications; Powers; Duties shall be valid notices thereof; Term of Office; Compensation; Place of Meetings; Regular Meetings; Special Meetings; Notice of Meetings; Quorum for Meetings; Majority Action as Board Action; Conduct of Meetings; Vacancies; Non-Liability of Directors; Indemnification by Corporation of Directors and Officers; Insurance for Corporate Agents	1
Article IV.	Officers—Designation of Officers; Qualifications; Election and Term of Office; Removal and Resignation; Vacancies; Duties of President; Duties of Vice-President; Duties of Secretary; Duties of Treasurer; Compensation	4
Article V.	Committees – Executive Committees, Other Committees; Meeting and Action of Committees	5
Article VI.	Execution of Instruments, Deposits and Funds - Execution of Instruments; Checks and Notes; Deposits; Gifts	6
Article VII.	Corporate Records and Reports - Maintenance of Corporate Records; Directors' Inspection Rights; Members' Inspection Rights; Right to Copy and Make Extracts; Periodic Report	6
Article VIII.	IRC 501(c) (3) Tax Exemption Provisions Limitations on Activities; Prohibition Against Private Inurement; Distribution of Private Foundation Requirements and Restrictions	7
Article IX.	Amendment of Bylaws – Amendment	8
Article X.	Construction and Terms -- Conflict between Bylaws and the Articles of Incorporation; Legal existence of this corporation; Internal Revenue Code of 1986	8
Article XI.	Members -- Determination and Rights of Members; Fees and Dues; Number of Members; Membership Records; Nonliability of Members; Nontransferability of Memberships; Termination of Membership	9
Article XII.	Meetings of Members – Place of Meetings; Regular Meetings; Special Meetings of Members; Notice of Meetings; Quorum for Meetings; Majority Action as Membership Action; Voting Rights; Action by Written Ballot; Conduct of Meetings	9
Adoption of Bylaws		11

**BYLAWS OF MINNESOTA EROSION CONTROL ASSOCIATION
(Revised and Restated)**

**ARTICLE I.
Office**

Section 1. Principal Office The principal office of the corporation shall be determined by the Board of Directors and will be posted on the MECA web site.

Section 2. Change of Address The designation of the county or state of the corporation's principal office may be changed by the Board of Directors. The Board may change the principal office from one location to another by vote and shall list the official address on the Corporation's web site.

Section 3. Other Offices The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

**ARTICLE II.
NONPROFIT PURPOSES**

Section 1. IRC Section 501(c)(3) Purposes This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2. Specific Objectives and Purposes The specific objectives and purposes of this corporation shall be:

- (a) to educate the public concerning the necessity of controlling erosion of the nation's soils;
- (b) to publish a newsletter which focuses on information related to erosion control efforts and developments;
- (c) to sponsor seminars and other educational events where community and environmental leaders, governmental, and organizational representatives, and other concerned members of the public and government may meet to exchange ideas, suggest solutions, and implement strategies to control erosion;
- (d) to meet with governmental representatives; report to governmental committees, agencies and boards; and generally to attempt to help local, state and federal lawmakers establish enforceable legislation to help control erosion;
- e) to expand and re-define our educational and environmental program from time to time as necessary to meet the continuing challenge of controlling erosion.

**ARTICLE III.
DIRECTORS**

Section 1. Number The corporation shall have seven (7) directors and collectively they shall be known as the Board of Directors. The number of directors was changed to (7) by resolution dated 1-23-97.

No more than one (1) person may run from each company, organization or government agency. It is the goal of the corporation that the Board consists of a diversity of representatives from various private and public organizations.

Section 2. Qualifications Directors shall be of the age of majority in this state.

Section 3. Powers Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 4. Duties It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses with the Secretary of the corporation, and notices of meetings mailed, emailed or faxed to them at such addresses shall be valid notices thereof.

Section 5. Term of Office Each director shall serve for a period of three (3) years or until his or her successor is elected and qualifies. The director shall serve rotating terms with a maximum of three candidates to be elected each year.

Section 6. Compensation Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

Section 7. Place of Meetings Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by vote of the Board of Directors.

Section 8. Regular Meetings Regular meetings of Directors shall be held as determined by the Board of Directors, with a minimum of one meeting per quarter. A meeting may be called by any director, by giving five (5) days notice to all directors of the date, time and place of the meeting.

If this corporation makes no provision for members, then at the annual meeting of directors held in March each year, directors shall be elected by the Board of Directors. Voting for the election of all directors shall be by written ballot. Each director shall cast one vote per candidate, and may vote for as any candidates as the number of candidates to be elected to the board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the board.

Section 9. Special Meetings Special meetings of the Board of Directors may be called by the President, the Vice-president, the Secretary, the Treasurer, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

Section 10. Notice of Meetings Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

- (a) Regular Meetings. No notice need be given of any regular meeting of the board of directors.
- (b) Special Meetings. At least one week prior notice shall be given by the Secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by facsimile machine or by email, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.
- (c) Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 11. Quorum for Meetings A quorum shall consist of a majority of the members of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

Section 12. Majority Action as Board Action Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

Section 13. Conduct of Meetings Meetings of the Board of Directors shall be presided over by the President of the corporation or, in his or her absence, by the Vice-President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by such procedures as the board of directors may approve, insofar as from time to time, such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

Section 14. Vacancies Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

Section 15. Non-Liability of Directors The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 16. Indemnification by Corporation of Directors and Officers The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Section 17. Insurance for Corporate Agents Except, as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (Including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE IV. OFFICERS

Section 1. Designation of Officers The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. The corporation may also have a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors.

Section 2. Qualifications Any current member may serve as an officer of this corporation.

Section 3. Election and Term of Office Officers shall be elected by the Board of Directors for a term of two (2) years or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 4. Removal and Resignation Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

Section 5. Vacancies Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may not be filled as the board shall determine.

Section 6. Duties of President The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors and, if this corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

Section 7. Duties of Vice-President In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice-President shall

have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

Section 8. Duties of Secretary The secretary shall: (1) Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended to otherwise altered to date. (2) Keep at the principal office of the corporation or at such other place as the board may determine, a record of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof. (3) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. (4) Keep at a principal office of the corporation the membership records containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased. (5) Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership records, and the minutes of the proceedings of the directors of the corporation. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Article of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 9. Duties of Treasurer The Treasurer shall: (1) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. (2) Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever. (3) Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements. (4) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. (5) Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore. (6) Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation. (7) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 10. Compensation The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by officers of this corporation shall be reasonable and, given in return for services actually rendered to or for the corporation.

ARTICLE V. COMMITTEES

Section 1. Executive Committees The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of a majority of board members and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the board may at any time revoke or modify any or all of the executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be

filed with the corporate records, and report the same to the board from time to time as the board may require.

Section 2. Other Committees The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

Section 3. Meetings and Action of Committees Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context: of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not Inconsistent with the provisions of these Bylaws.

ARTICLE VI. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1. Execution of Instruments The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by anyone of the officers of the corporation.

Section 3. Deposits All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

ARTICLE VII. CORPORATE RECORDS AND REPORTS

Section 1. Maintenance of Corporate Records The Corporation shall keep at its principal office:

- (a) Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

Section 2. Directors' Inspection Rights Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

Section 3. Member's Inspection Rights If this corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

(a) To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the corporation, which demand shall state the purpose for which the inspection rights are requested.

(b) To obtain from the Secretary of the corporation, upon written demand on, and payment of a reasonable charge to, the Secretary of the corporation, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made within a reasonable time after the demand is received by the Secretary of the corporation or after the date specified therein as of which the list is to be compiled.

(c) To inspect at any reasonable time the books, records or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the Secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

Section 4. Right to Copy and Make Extracts Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 5. Periodic Report The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE VIII.

IRC 501(c) (3) TAX EXEMPTION PROVISIONS

Section 1. Limitations On Activities No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. Distribution of Assets Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 510(c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 4. Private Foundation Requirements and Restrictions In any taxable year in which this corporation is a private foundation as described in Section 509 (a) of the Internal Revenue Code, the corporation (1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; (2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; (3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; (4) shall not make any Investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and (5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE IX. AMENDMENT OF BYLAWS

Section 1. Amendment Subject to the power of the members, if any, of this corporation to adopt, amend or repeal the Bylaws of this corporation and except as may otherwise be specified under provisions, of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors and the general membership

ARTICLE X. CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ARTICLE XI, MEMBERS

Section 1. Determination and Rights of Members The Corporation shall have only one class of members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the Articles of Incorporation, the Bylaws of this corporation, or provisions of law, all memberships shall have the same rights, privileges, restrictions and conditions. Membership shall be available without regard to race, color, religion, sex, national origin, age or disability.

Section 2. Fees and Dues

The annual membership categories, fees and dues shall be set by the Board of Directors.

Section 3. Number of Members There is no limit on the number of members the corporation may admit.

Section 4. Membership Records The Corporation shall keep a membership record containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such records shall be kept at the corporation's principal office.

Section 5. Non liability of Members A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

Section 6. Nontransferability of Memberships No member may transfer a membership or any right arising there from. All rights of membership cease upon the member's death.

Section 7. Termination of Membership The membership of a member shall terminate upon the occurrence of any of the following events

(1) Upon his or her notice of such termination delivered to the President or Secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

(2) Upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the Secretary of the corporation. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency.

(3) After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation. Any person expelled from the corporation shall receive a refund of dues already paid for the current dues period.

All rights of a member in the corporation shall cease on termination of membership as herein provided.

ARTICLE XII. MEETINGS OF MEMBERS

Section 1. Place of Meetings Meetings of members shall be held at the principal office of the corporation or at such other place or places as may be designated from time to time by the agreement of the Board of Directors.

Section 2. Regular Meetings A regular meeting of members shall be held annually at such time and place as may be designated by the Board of Directors, for the purpose of electing directors and transacting other business as may come before the meeting. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each voting member shall cast one vote, with

voting being by ballot only. The annual meeting of members for the purpose of electing directors shall be deemed a regular meeting.

Section 3. Special Meetings of Members Special meetings of the members shall be called by the Board of Directors, the Chairperson of the Board, or the President of the corporation, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the members.

Section 4. Notice of Meetings Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally, by mail or email, by or at the direction of the President, or the Secretary, or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage prepaid.

The notice of any meeting of members at which directors are to be elected shall also state the names of all those who are nominees or candidates for election to the board at the time notice is given.

Whenever any notice of a meeting is required to be given to any member of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 5. Quorum for Meetings A quorum shall consist of ten percent (10%) of the voting members of the corporation. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

Section 6. Majority Action As Membership Action Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater number.

Section 7. Voting Rights Each membership is entitled to one vote on each matter submitted to a vote by the members. Corporate, business, institutional or other membership types as may be determined by the Board of Directors, represent one vote. Voting at duly held meetings shall be by voice vote. Election of Directors, however, shall be by written ballot.

Section 8. Action by Written Ballot Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to each member entitled to vote on the matter. The ballot shall:

- (a) set forth the proposed action;
- (b) provide an opportunity to specify approval or disapproval of each proposal;
- (c) indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, state the percentage of approvals necessary to pass the measure submitted; and
- (d) shall specify the date by which the ballot must be received by the corporation in order to be counted. The date shall afford members a reasonable time within which to return the ballots to the corporation.

Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these bylaws.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors may be elected by written ballot. Such ballots for the election of directors shall list the persons nominated at the time the ballots are mailed or delivered.

In the event of a tie, the tied candidates choose between two options. The tied candidates have to agree, but the default choice is a casting of lots if no agreement is made. The two choices are:

- (a) all but one candidate can concede
- (b) casting of lots

Section 9. Conduct of Meetings Meetings of members shall be presided over by the Chairperson of the Board, or, if there is nor Chairperson or, in his or her absence, by the President of the corporation or, in his or her absence, by the Vice-President of the corporation or, In the absence of all of these persons, by a Chairperson chosen by a majority of the voting members, present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by such procedures and rules as the members may approve, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or In conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

ADOPTION OF BYLAWS

The undersigned Board of Directors of MINNESOTA EROSION CONTROL ASSOCIATION hereby certifies that the foregoing BYLAWS, consisting of the ten preceding pages, were adopted by a majority vote of the membership of the Corporation on the Twelfth (12th) day of March, 2010, as the Revised and Restated Bylaws of this Corporation.

Greg Berg, Director

Mike Isensee, Director

Lisa Woog, Director

John Chapman, Director

Rick Kruger, Director

Vicky Dosedall (shared Director position)

Lawrence Berkland, Director

Steve Klein (shared Director position)