

Current and Proposed By-Laws

Motion 1:

ARTICLE VII: THE BOARD OF DIRECTORS

Section 4: MEETINGS

- A. The Board of Directors shall meet at least four times per year.
- B. The president, or a majority of the members of the Board of Directors, upon written request to the President, may call a special meeting, provided a fifteen (15) day notice to all Board members is given

Proposed

The Committee on Bylaws moves to insert as follows:

Section 4: MEETINGS

- A. The Board of Directors shall meet at least four times per year.
 - B. Electronic Meetings*
The Board of Directors and all committees and subcommittees shall be authorized to meet by telephone conference or through other electronic communications media so long as all the members can simultaneously hear each other and participate during the meeting. Members shall each pay their own costs associated with participating in such electronic meetings, although the Affiliate may pay set-up costs or other administrative costs of holding an electronic meeting. Standing rules specific to such meetings may be adopted by the Board and shall apply to all electronic meetings held by the Affiliate, the Board, and committees and subcommittees.
 - C. Electronic Communication*
All communication required in these bylaws, including meeting notices, may be sent electronically.
 - D. The president, or a majority of the members of the Board of Directors, upon written request to the President, may call a special meeting, provided a fifteen (15) day notice to all Board members is given.
- Rationale: To add language to the bylaws which will better support the ongoing function of MSRT.
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Motion 2:

Insert New Article XVI. Emergency Bylaws

The Committee on Bylaws moves to insert a new section after Article XVI, titled Emergency Bylaws, defining an emergency condition and providing for amended procedures to support the ongoing function of MSRT during such times.

Proposed Wording:

ARTICLE XVI

Emergency Bylaws

This Article XVI shall become operative upon majority vote of the Board of Directors as a result of the existence of an emergency condition. An “emergency condition” is defined as an act of God, war, government regulation or advisory (including travel advisory warnings), travel restrictions by employers due to laws, civil disruption or disturbance, terrorism or threats of terrorism as substantiated by governmental warnings or advisory notices, environmental or other disaster, determinations of outbreak of disease by either the World Health Organization or the Centers for Disease Control and Prevention (or other recognized entities), epidemics, pandemics, public health risks, quarantine, or other life threatening communicable disease, or threat thereof, or any other comparable conditions, or the imposition of a financial hardship on MSRT which materially impairs, or makes it inadvisable, illegal, impracticable or impossible, in part or in full, MSRT’s ability to fulfill its obligations hereunder.

Section 1. Meetings

Regular meetings of the Board of Directors and any related meetings may be suspended, canceled or the proceedings modified by the Board of Directors during an emergency condition. Meetings that are not suspended or canceled during an emergency condition, may at the discretion of the Board of Directors, be held with a statement of the business to be transacted. No business other than that specified shall be transacted.

Section 2. Motions

At the discretion of the Board of Directors, motions that were to be considered at a meeting being impacted by these emergency bylaws may be held for consideration until the next Board of Directors meeting occurring after the emergency condition has ended.

Section 3. Elections & Seating of any Appointed or Elected Individual

Notwithstanding any other Bylaw provision regarding the length of a term, when a term is to begin or end, the Board of Directors may, by majority vote, exercise discretion and delay the beginning of a term or extend an existing term for the purposes of functioning in the best interests of the MSRT during any emergency event and for a reasonable time period thereafter.

Section 4. Officers

All officers in office immediately prior to commencement of the emergency condition shall remain in their respective offices until their successors are able to be installed.

Section 5. Authority

The primary duty of the Board of Directors during an emergency condition shall be the continued function of the MSRT. The Board of Directors may adopt such other emergency Bylaws as may be necessary in the sole discretion of the Board of Directors to accomplish the foregoing.

Section 6. Bylaws Applicability and Duration

To the extent not inconsistent with any emergency Bylaw, all other MSRT Bylaw provisions shall remain in effect during the emergency condition. Upon the end of the emergency condition, as determined by

the Board of Directors applying a reasonable person standard considering factors including, but not limited to, government warnings or restrictions, member/Delegate opinion, travel restrictions, the emergency Bylaws shall cease to be operative.

Notwithstanding the foregoing, emergency bylaws shall not supersede the provisions of the Minnesota Corporations Act, with respect to amending the articles of incorporation or the regular bylaws of the corporation, adopting a plan of merger or consolidation with another corporation or corporations, authorizing the sale, lease, exchange, or other disposition of all or substantially all of the property and assets of the corporation other than in the usual and regular course of business, or authorizing the dissolution of the corporation; and the regular bylaws of the corporation and the articles of incorporation shall continue in full force and effect for such purposes.

Rationale:

- To add language to the bylaws which will better support the ongoing function of MSRT during times when an “Emergency Condition” exists.