Revised Bylaws of
The Friends of Maplewood Nature Center and Preserves
August 6, 2026

ARTICLE I.
NAME

Section 1.1 **Name.** The name of this corporation shall be the Friends of Maplewood Nature Center and Preserves (herein referred to as the "Friends").

ARTICLE II.
LOCATION

Section 2.1 **Registered Office**. The registered office of the Friends is the place designated in the Articles of Incorporation as the registered office. The Friends may change its registered office in accordance with Chapter 317A. Records are kept by the Secretary on an electronic drive under control of the Friends' organization.

Section 2.2 **Mailing Address**. The Friends' mailing address is P.O. Box 28442, Oakdale, MN 55128. The email address for The Friends is maplewoodnature@gmail.com

ARTICLE III.
MISSION AND PURPOSE OF THE CORPORATION

Section 3.1 **Mission**. To protect, restore and advocate for Maplewood's natural spaces through environmental stewardship,education, collaboration and community engagement.

Section 3.2 **Purpose**. The purpose of the Friends shall be exclusively to promote, restore and advocate for Maplewood's natural spaces through environmental stewardship, education, collaboration and community engagement. The Friends is organized for educational and charitable purposes as specified in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of a future federal tax code. The Friends shall not be operated for profit, but rather shall be operated exclusively for educational and charitable purposes.

Section 3.3 **Powers**. For the foregoing purpose, the Friends shall have such powers as are granted by the Minnesota Nonprofit Corporation Act (and any future laws amendatory thereof and supplementary thereto), except as specifically limited by the articles or these Bylaws of the Friends and only as such powers are consistent with the foregoing purpose.

Section 3.4 **Operations**. Notwithstanding the foregoing statements of purpose and powers, this Corporation is organized and shall be operated exclusively to carry out the foregoing purposes within the contemplation of Section 501(c)(3) of the Code and within

the contemplation of Section 290.05, Subdivision 2, of the Statutes of the state of Minnesota, as now enacted or hereafter amended.

ARTICLE IV.
FINANCIAL GAINS AND ASSETS

Section 4.1. **Financial Gains**. The Friends shall not afford financial gain, to its members, officers, directors or other private persons, except that reasonable compensation may be paid for services rendered. No part of the net earnings or the income of the Friends shall be provided for the benefit of or be distributable to any member, officer, or director of the Friends or to any private person, except as described above.

Section 4.2 **Financial Assets**. The Friends shall not lend any of its financial assets, nor provide any direct payments other than charitable support.

ARTICLE V.
PERIOD OF DURATION

Section 5.1. **Duration**. The period of duration for the Friends shall be perpetual.

ARTICLE VI.
DISSOLUTION

Section 6.1 **Dissolution**. Upon the dissolution of the Friends, the Board of Directors shall, after paying all of the liabilities of the Friends, dispose of all the assets of the Friends exclusively for charitable, educational, or scientific purposes.

ARTICLE VII.
ORGANIZATIONAL POLICIES AND RULES

Section 7.1 **Policies and Rules**. The Friends shall develop and maintain, at a minimum, a current listing of these by-laws and any policies and rules that the Board of Directors develops to help guide and govern the Friends mission activities. These by-laws, policies and rules shall be posted on the Friends' website for public access and shall only be added or modified by a majority vote of the Board of Directors. These materials shall not be interpreted or construed to form a contract of employment.

ARTICLE VIII.
MEMBERSHIP

Section 8.1 **Members.** Application for Friends' membership shall be open to any person having an interest in the Friends' mission and purpose who has donated an amount that is

at least equal to the amount set by the Board of Directors for the Annual Membership Dues, or who has made an in-kind donation, acceptable to the Board of Directors, that has a value at least equal to the Annual Membership Dues amount.

Section 8.2 **Types of Membership**. The Board of Directors has the authority to establish and define types of memberships and associated dues. These types of memberships will be documented in the Friends policies and/or rules.

The Board of Directors shall have the authority to levy dues upon members, in such amounts as the Board shall determine from time to time. The Board shall have authority to determine the dues schedule for different types of members on any factors deemed appropriate by the Board. The Board shall determine the method of collection or enforcement of dues, and shall establish policies with respect to cancellation of membership, on reasonable notice, for nonpayment of dues and for the reinstatement of members.

The Board of Directors will establish any required fees, assessments and activity costs in addition to Annual Membership dues. The Board of Directors shall publish the costs of the dues/fees/assessments, at least on an annual basis, on its website.

Any member whose dues are more than two (2) months in arrears shall be considered to be terminated from the Friends' membership rolls unless special arrangements are made with the Board.

The Friends shall have the following types of membership:

A. *Single Member*: A Single Member is any individual who meets the eligibility requirements and pays the established Annual Membership Dues.

B. *Honorary Member:* An Honorary Member is any individual recognized for their outstanding service to the Friends. An Honorary Member must be elected to life membership by a two-thirds vote of the Board of Directors. Honorary Members will not pay dues.

Section 8.3 **Honorary Members.** The Board of Directors may elect to name honorary members.

Section 8.4 **No Voting Rights.** Members who are not currently on the Board of Directors shall have no voting rights.

Section 8.5 **Member Benefits.** The benefits to members shall be determined by the Board of Directors. This may include benefits such as a newsletter, a membership award, an annual party or other benefits deemed appropriate by the Board of Directors.

Section 8.6 **Rights of Members**. Each member in "good standing" shall be eligible to submit an application to run for an open position on the Friends' Board. No member shall

be responsible for any financial obligation of the Friends.

Section 8.7 **Membership Duration**. Once registered as a Friends Member, Membership shall continue so long as he/she is in "good standing". Membership in the Friends shall not be assigned nor transferred in any manner.

Section 8.8 **Resignation and Suspension, Expulsion, Sanctions and Terminations.** All rights, privileges, and benefits of Membership shall cease for a member upon any of the following:

A. Voluntary resignation by the member with the Friends
B. Death of the member
C. Failure of the member to timely pay dues/fees/assessments
D. Expulsion, suspension, and/or sanctions may be imposed upon a member for "good cause shown" by a majority vote of the Board of Directors
E. Termination

"Good cause shown" may include acts detrimental to the Board and its work on behalf of the organization and/or acts detrimental to the Friends and its purpose or mission. This could include violation of the Friends' Articles, Bylaws, conduct harmful to the Friends' reputation, or organizational policies, rules and and procedures, state/federal laws, misappropriation of the Friends' assets, and/or actions/omissions in contravention to the mission and values of the Friends.

Pursuant to Minn. Stat. § 317A.411, any member being terminated must be given reasonable notice and the opportunity for a hearing, if requested by the member in writing.

In cases of Dissolution of the Friends, the resignation, expulsion, suspension, or termination of a member does not relieve the member from obligations the member may have to the Friends for dues/fees/assessments, or for charges for goods or services.

Section 8.9 **Reinstatement**. Former members of the Friends whose termination occurred from expulsion, suspension, and/or sanctions may, and who, during such absence, have maintained positive and active support of the Friends' purposes, shall be permitted to seek reinstated membership. The terminated member must submit an application to the Board of Directors. The Friends may reinstate the terminated membership by approval of a majority of the Board of Directors.

ARTICLE IX.
BOARD OF DIRECTORS

Section 9.1 **Governing Power.** The Board of Directors shall have all the powers and duties necessary and appropriate for the administration of the affairs of the Friends consistent with law, the Articles of Incorporation, and these Bylaws of the Friends. The powers of the Board of Directors shall include, without limitation, the power to:

consistent with law, the Articles of Incorporation, and these Bylaws of the Friends. The powers of the Board of Directors shall include, without limitation, the power to:

a. Adopt and amend budgets, expenditures and reserves.
b. Make contracts and incur liabilities.
c. Provide for reasonable procedures governing the conduct of meetings and the election of directors.
d. Appoint, regulate and dissolve committees.

Section 9.2 **The Number and Qualifications**. The affairs of the Friends shall be governed by a Board of Directors. The Board of Directors shall be composed of not less than five and not more than fifteen members. Directors shall be 18 years of age or older, need not be residents of the State of Minnesota, and shall have the following qualifications:

A. All Board of Directors members must have been members in good standing for one month before the date board position is assumed.
B. A Board position can be held by a board-appointed minor (under age of 18) who cannot hold an officer position.
C. A Board of Directors member's position becomes vacant if the Board member ceases to be a member of the Friends.
D. The Board of Directors determines the number of positions available on the Board of Directors. A two-thirds vote (2/3) of the Board is required for the Board to change the number of positions on the Board. Newly created positions shall be treated as vacancy.

Section 9.3 **Governing Powers**. Pursuant to the Minnesota Nonprofit Society Act, Chapter 317A et seq. of the Minnesota Statutes, The Board of Directors shall have all the duties and powers necessary and appropriate for the overall direction of the Friends, including but not limited to:

A. To utilize all funds raised by or in the name of the Friends for the organization's legal and business benefit;
B. To perform any and all duties imposed upon them collectively or individually by law, by the Articles of Incorporation, the Bylaws and the rules, policies and procedures;
C. To appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix compensation, of all Officers, agents, employees, independent contractors, and/or committees of the Friends;
D. To manage and oversee the affairs and activities of the Friends, and to make policies and procedures;
E. To enter into contracts, leases, and other agreements which are, in the judgment of the Board of Directors, necessary or desirable in pursuing the purposes of promoting the interests of the Friends;
F. To follow these Bylaws, including meeting regularly; and
G. To register their email address with the Friends, and have Friends' notices sent to them at such addresses. The Friends' notices shall be valid so long as they are sent within the proper legal timeframe.

The Board of Directors may engage in such acts that are in the best interests of the Friends and that are not in violation of Minnesota Statutes, specifically, Chapters 309, 317A, 501B, and federal law. No Director shall have any right, title, or interest in or to any property of the Friends. There shall be no cumulative voting among Directors.

Section 9.4. **Terms of Office.** Directors shall be elected by majority vote of the Board at any duly held meeting of the Board where a quorum is present. The terms of office of the Board of Directors shall be for a period ending when his/her successor has been elected and qualified, or until his or her sooner death, disqualification, resignation, or removal as provided herein. There shall be no restriction on directors serving successive terms.

Section 9.5 **Nominations.** Nominations for election to the Board of Directors shall be made by either a nominating committee appointed by the Board of Directors, or by a Member in good standing. The nominations and election shall take place at any scheduled board meeting.

Section 9.6 **Vacancies.** The remaining directors shall fill any vacancy on the Board by election of a new director. A vacancy in the Board of Directors shall be filled by a member elected within 180 days following the occurrence of the vacancy by a majority vote of the remaining directors, regardless of their number.

Section 9.7 **Resignation.** A director may resign at any time by mailing, emailing or personally delivering written notice to the President or Vice President. The resignation is effective without acceptance when the notice is given to the Board of Directors, unless a later effective time is specified in the notice. No resignation may be effective prior to the time such notice is given. If a resignation is effective at a later date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor shall not take office until the effective date.

Section 9.8 **Removal.** A director may be removed at any time, with just cause; including that the director has more than two unexcused absences from meetings during any twelve months, by the affirmative vote of a majority of the other directors in office. Notice of the regular or special meeting at which removal is to be considered must state such purpose. A new director may be elected by majority rule of the Board at the same meeting to fill the vacancy. No director shall be removed prior to the expiration of his or her term of office,

Section 9.9 **Compensation.** Directors and any members of committees established by the Board shall serve without compensation. Directors may be reimbursed for actual expenses incurred by them in the performance of their duties as directors, dependent upon prior approval by a majority vote of the Board. Neither this Section nor such resolution shall preclude any director from serving the Friends in any other capacity and receiving proper compensation therefore.

Section 9.10 **Meetings and Notices.** Regular meetings of the Board of Directors shall be held as called by the President. A notice of each meeting must be given to each Board Director at least one week before each meeting. Regular meetings of the Board of Directors shall be held at least on a quarterly basis.

Section 9.11 **Special Meetings**. A special Board meeting shall be called upon the request of either the President or one-third (1/3) agreement of the Board with not less than 48 hours notice.

Section 9.12 **Quorum and Voting.** Each director shall have one vote. At all meetings of the Board of Directors, a minimum five (5) members of the Board of Directors shall be present to constitute a quorum. The vote of the majority shall be sufficient to adopt any action. The acts of the majority of the Directors present at a meeting at which a quorum exists shall be the acts of the Board of Directors of the Friends.

Section 9.13 **Telephone Conference or Interactive Video Meetings.** A telephone conference call or interactive video conference, or other conference among directors by any means of communication through which the directors may simultaneously hear each other during the conference, shall constitute a meeting of the Board of Directors, provided that any notice requirements for a meeting are met and that the number of directors participating in the conference are sufficient to constitute a quorum at a meeting. Participation in such conference shall constitute presence in person at the meeting.

Section 9.14 **Written Action in Lieu of a Meeting.** To the extent permitted by law, any lawful action of the Board of Directors may be taken without a meeting if such action is in writing by the minimum number required to take the same action at a meeting of the Board, and is filed with the minutes of the Board.

Section 9.15 **Conduct of Meetings.** Meetings of the Board of Directors shall be conducted in accordance with the current edition of Robert's Rules of Order Newly Revised. The President of the Board, if present, or if not present, the Vice President, and if not present, the Secretary shall preside at all meetings of the Board, and in the absence of such officers, the directors present at the meeting shall appoint any of them to act as presiding officer of the meeting.

Section 9.16 **Proxies.** Proxies shall not be allowed or used by directors.

ARTICLE X
OFFICERS

Section 10.1 **Designation.** The principal officers of the Friends' Board of Directors shall be the President of the Board, the Vice President of the Board, the Treasurer, and the Secretary, each of whom shall be elected by the Board of Directors. The Board of Directors may appoint any other officers and agents as it judges may be necessary.

Section 10.2 **Election of Officers; Nominations.** Nominations for election to the Board of Directors shall be made by either a nominating committee appointed by the Board of Directors, or by a Member in good standing. The nominations and election shall take place at any official Board of Directors meeting.

Section 10.3 **Terms**. The Officers shall be elected annually by the Board of Directors at a regular or special meeting. All officers shall serve for a term of two (2) years. Each officer shall continue in office until his or her successor is duly elected. The President and Vice President may not serve more than three consecutive terms in their respective offices. Other Officers may serve according to the limitations on his/her service as a Director.

Section 10.4 **President.** The President shall perform the functions of the office of president within the meaning of Minnesota Statutes section 317A.305, shall report directly to the Board of Directors, and shall be the Chief Executive Officer of the Friends. The President, when present, shall preside at all meetings of the Board of Directors, shall see that all orders and resolutions of the Board of Directors are carried into effect; shall have general active management of the business of the Friends; shall appoint members to committees; may execute and deliver in the name of the Friends any contracts or other instruments pertaining to the business of the Friends, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Board to some other officer or agent of the Friends; may delegate the authority to execute and deliver documents to other officers of the Friends; shall maintain records of and, whenever necessary, certify any proceedings of the Board; shall perform such other duties as may from time to time be prescribed by the Board; and, in general, shall perform all duties usually incident to the office of president.

Section 10.5 **Vice President**. The Vice President shall have duties as may be specified by the Board of Directors. In the absence or disability of the President, the Vice President shall succeed to the President's powers and duties until the President shall resume his or her duties or until a new President is elected by the Board. The Vice President shall assist the President as requested.

Section 10.6 **Treasurer.**

A. The Treasurer shall be the Chief Financial Officer of the Friends and shall keep or cause to be kept accurate financial records for the Friends.

B. The Treasurer shall deposit or cause to be deposited all money, drafts, and checks in the name of and to the credit of the Friends in the banks and depositories designated by the Board of Directors.

C. The Treasurer shall endorse for deposit or cause to be endorsed all notes, checks, and drafts received by the Friends as ordered by the Board, making proper vouchers therefore.

D. The Treasurer shall disburse or cause to be disbursed Friends' funds and issue checks and drafts in the name of the Friends, as ordered by the Board;

E. The Treasurer shall render to the President and the Board, whenever requested, an account of all transactions by the Treasurer and of the financial condition of the Friends.

F. The Treasurer shall submit a financial report and account balance to the Board for approval at all Board meetings; with the Audit subcommittee prepare an annual audit of funds, present the annual audit report to the Board.

G. The Treasurer shall perform such other duties as may from time to time be prescribed by the President or the Board, and, in general, shall perform all duties usually incident to the office of treasurer.

Section 10.7 **Secretary.**

A. The Secretary shall serve as secretary of and shall attend and record the proceedings of all meetings of the Board of Directors.

B. The Secretary shall maintain up-to-date electronic books and records of the Friends.

C. The Secretary shall attest to and certify any corporate documents and instruments.

D. The Secretary shall give notice and provide proof of notice of meetings and other proceedings of the Board in accordance with law and these Bylaws.

E. The Secretary shall perform such other duties as may from time to time be prescribed by the Board or the President, and, in general, shall perform all duties usually incident to the office of secretary.

Section 10.8 **Additional Duties.** Any Officer of the Friends, in addition to the duties and powers conferred upon her or him by these Bylaws, shall have such additional duties and powers as may be prescribed from time to time by the Board of Directors.

ARTICLE XI.
COMMITTEES OF THE BOARD

Section 11.1 **Authority**. The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the Board of Directors. Each committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors and shall at all times be subject to the control and direction of the Board of Directors. Committee members, other than the Committee Chair, need not be members of the Friends (i.e., they can be non-member volunteers).

Examples of committees that may be formed by the Board can include but are not limited to:

- Executive Committee
- Fundraising Committee
- Membership Committee
- Event/Program Committee

Section 11.2 **The Executive Committee.** The Board of Directors, by resolution adopted by a majority of the Board, may establish an Executive Committee to consist of the

President, the Vice President, Treasurer and Secretary and other Directors as the Board shall elect.

The President of the Board may nominate candidates from the membership of the Board to fill the undesignated seats on the Executive Committee. The President shall serve as the Chair of the Executive Committee.

The Executive Committee shall have and exercise the authority of the Board in the management of the business of the Friends except for the power to amend the Friends' Articles of Incorporation and Bylaws. The Executive Committee shall act only in the interval between meetings of the Board and shall be subject at all times to the control and direction of the Board. The Executive Committee shall, by majority vote, appoint the Chairs of all committees of the Board except itself, with the input and recommendations of the full Board of Directors. The Executive Committee may meet at stated times or upon notice to all given by any of their own number. Vacancies in the membership of the executive Committee may be filled by majority vote of the Board of Directors at a regular meeting or at a special meeting called for that purpose. No individual shall continue to be a member of the Executive Committee after she or he ceases to be a Director of the Friends.

Section 11.3 **Meetings**. Meetings of the individual committees may be held at such time and place as may be determined by a majority of the committee, by the Board President, or by the Board of Directors. Notice of meetings shall be given to the committee's members at least five (5) calendar 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 XII.
LIABILITY

Section 12.1 **Extent**. The extent of personal liability of members, officers and directors for the Friends' obligations and the methods of enforcement are none, and no part of the property of any member, officer, or director of the Friends shall be subject to the payment of the obligations of the Friends to any extent whatsoever.

ARTICLE XIII.
AFFILILATIONS WITH OTHER ORGANIZATIONS

Section 13.1 **Affiliations**. The Friends may formally or informally affiliate itself with other national, regional, state, or local associations, trade groups, or other organizations, whose goals and objectives support and compliment those of the Friends. Any such affiliations shall be determined or approved only by the affirmative vote of a majority of the directors present and entitled to vote at a duly held meeting of the Board of Directors.

ARTICLE XIV.

FISCAL MANAGEMENT

Section 14.1 **Fiscal Year.** The fiscal year of the Friends shall start on July 1st and shall end on June 30th.

Section 14.2 **Books and Records.**

A. The Friends shall maintain appropriate checking, savings, and other accounts at a reputable bank or financial institution under the name "Friends of Maplewood Nature Center and Preserves."

B. The President and the Treasurer are authorized to act as signatories on all Friends' financial accounts.

C. The Friends shall keep at a location as is designated by the Board of Directors, correct and complete books of account, minutes of proceedings and meetings of the Board of Directors, and minutes, if any, of meetings of committees of the Board or the Friends. Such records may be electronic in nature.

D. All money fundraised in the Friends' name shall be deposited in the Friends' account and used for the Friends' charitable purposes according to Minnesota and Federal fundraising laws and rules.

Section 14.3 **Financial Statement.** At the close of each fiscal year, the Treasurer shall prepare financial statements containing a balance sheet and a full and correct statement of the financial affairs of the Friends for the fiscal year, all in accordance with generally accepted accounting principles, which shall be submitted to the Board for its consideration and approval at its regular meeting next following such fiscal year. The books and records of the Friends shall not be required to be audited unless the Board, by affirmative resolution, determines to do so, in which event the Board shall select a firm of certified public accountants or other independent auditors for such purpose.

Section 14.4 **Execution of Friends Documents.** With the authorization of the Board of Directors, all notes and contracts shall be executed on behalf of the Friends by the President or by any other parties designated by appropriate resolution of the Board of Directors.

ARTICLE XV.
AMENDMENTS

Section 15.1 **Amendments.** These Bylaws may be amended or restated by the affirmative vote of a majority of all directors of the Friends. The proposed amendments must be submitted to the Board a minimum of fourteen days before the board meeting.

CERTIFICATION

I, the undersigned, do hereby certify that I am the current duly elected and/or acting Secretary or President of the Friends of Maplewood Nature Center and Preserves, a

Minnesota nonprofit corporation. The foregoing Bylaws constitute the Bylaws of said corporation as duly adopted by the Board of Directors on this day of:

August 6, 2026
Date of Board Adoption

Signature _____ President