

## BYLAWS OF THE MAYA SOCIETY OF MINNESOTA

### ARTICLE I - NAME, PURPOSE

Section 1: The name of the organization shall be MAYA SOCIETY OF MINNESOTA.

Section 2: The MAYA SOCIETY OF MINNESOTA is organized exclusively for charitable, scientific and educational purposes, more specifically to increase awareness and understanding of Mesoamerican culture.

### ARTICLE II - MEMBERSHIP

Section 1: Membership of the Maya Society of Minnesota shall consist of and be open to those persons or organizations in good standing who have made proper application for membership and paid all fees due. Students are not considered members unless they have completed the membership application process.

Section 2: Waiver. Membership may be obtained by waiver of the application process, including fees due. Waiver may only occur through a quorum vote of the Board.

### ARTICLE III - ANNUAL MEETING AND SPECIAL MEETINGS OF THE MEMBERSHIP

Section 1: Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place. This meeting shall occur once during the Organization's fiscal year, between July 1 and June 30.

Section 2: Special Meetings. Special meetings may be called by one third of the Board of Directors or the Executive Committee.

Section 3: Notice. Notice of each meeting shall be given to each voting member, by mail, not less than ten days before the meeting.

### ARTICLE IV - BOARD OF DIRECTORS

Section 1: Board Role, Size, Compensation. The Board is responsible for overall policy and direction of the Organization, and delegates responsibility for day-to-day operations to the President and committees. The Board shall have up to 15 and not fewer than 5 members, including at least one at-large member. The Board receives no compensation other than reasonable expenses.

Section 2: Meetings. The Board shall meet at least four times per year, at an agreed upon time and place.

Section 3: Board Elections. Election of directors will occur as the first item of business at the annual meeting of the corporation. Directors will be elected by a majority vote of the members at the meeting.

Section 4: Terms. All Board members shall serve one-year terms, but are eligible for re-election.

Section 5: Quorum. A quorum must be attended by no fewer than four members or forty percent of the Board members before business can be transacted or motions made or passed.

Section 6: Notice. An official Board meeting requires that each Board member have written notice ten days in advance.

Section 7. Officers and Duties. There shall be four officers of the Board consisting of a President, Program Chair, Secretary and Treasurer. Their duties are as follows:

The President shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting.

The Program Chair will chair the Program Committee.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

The Treasurer shall make a report at each Board meeting. Treasurer shall keep and maintain financial records, chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public. The Treasurer shall ensure that the Organization is in compliance with all applicable state and federal financial regulations.

The Officers shall chair other committees formed by the Organization as deemed necessary by the Board of Directors.

Section 8: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary ten days in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 9: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member may be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a

year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10: Special Meetings. Special meetings of the Board shall be called upon the request of the President or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member ten days in advance.

#### ARTICLE V - COMMITTEES

Section 1: The Board may create committees as needed, such as fundraising, hospitality, or membership. The Board President appoints all committee chairs.

Section 2: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3: Finance Committee. The Treasurer is chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be July 1 to June 30. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public in accordance with all laws applicable to charitable organizations.

#### ARTICLE VI - AMENDMENTS

Section 1: Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements. These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. The Secretary will give notice of amendments to the Bylaws to the general membership following the passage of such amendments by the Board.

These Bylaws were approved at a meeting of the Board of Directors of the MAYA SOCIETY OF MINNESOTA on February 5, 2009.