

Minnesota Student Association Bylaws

WHEREAS, the Minnesota Student Association (MSA) is a nonprofit corporation organized under Minnesota Statutes Ch. 317A and has historically been governed by both a Constitution and a set of Bylaws; and,

WHEREAS, over time and promulgation of amendments the rules, regulations and procedures of the MSA Constitution and Bylaws significantly overlapped; and,

WHEREAS, in order to govern the Forum effectively and efficiently and comply with University Policies and Procedures, local, state and federal laws and regulations governing nonprofits a need for a single clarified Bylaws document and a clarified Articles of Incorporation & Constitution became evident; and,

WHEREAS, the elements of the prior Constitution have been added through amendment and restatement of the Articles of Incorporation & Constitution filed with the State of Minnesota; and,

WHEREAS, all provisions of both documents have been maintained in the updated documents, even if restated or reorganized; and,

NOW THEREFORE, these Bylaws will constitute the governing document for operation MSA (in addition to the existing Standing Rules and other policies and procedures).

I. Governance Overview

The MSA is the undergraduate student government for the University of Minnesota – Twin Cities. The student government is conducted through The Forum. Members of the Forum are elected by all campus elections; selected; or appointed to their respective seats. The registered undergraduate student body votes at all campus elections to elect the President, Vice President, the At-Large Student Representatives and Senators to the Forum. Certain Officer positions are elected from this body. Others are appointed or selected by committee. The rights and obligations and procedures for Forum Members are administered through the Forum Standing Rules. The Executive Board is composed of selected Officers. The Executive Board are the fiduciaries responsible for actions of the nonprofit corporation under state and federal law as a 501(c)(3) public charity in addition to their student government duties. Staff and interns are hired by the Executive Board, subject to the rules outlined below.

Rules in the Bylaws cannot be suspended unless explicitly specified herein.

II. Undergraduate Student Body Membership – Constituents

A. Eligibility & Duration of Undergraduate Student Memberships

The registered students of the University of Minnesota – Twin Cities (UMN TC) make up the student membership. Eligibility to participate is met by being a currently registered student at UMN TC. Their eligibility terminates when they are no longer a registered student. Membership is non-transferrable. Failure to be an enrolled undergraduate student is grounds for removal as a student member.

B. Voting Rights of Undergraduate Student Body Members (Constituents).

Undergraduate student body Members have limited voting rights. Each voting member is eligible to cast 1 vote at all-campus elections as well as 1 vote in any authorized vote involving the undergraduate student body membership such as a special election. Members vote in the manner prescribed by MSA, either in person or online. Voting by proxy is *not* permitted for undergraduate members. These student members voting right extends only to electing representative student government and may participate as Constituents by registering with the Speaker of the Forum to receive Forum updates.

C. Undergraduate Student Member Voting – All Campus Elections

Due to the high volume of eligible members, MSA holds all-campus elections in lieu of member meetings.

- 1. Record Date and Student Membership Roster.** The record date for determining the eligibility is the day of voting. All eligible undergraduate student body Members on the day of voting may vote. Due to the high volume of members and change in member status MSA does not maintain a member roster but relies on the registration records of the University of Minnesota – Twin Cities. Eligibility at the time of voting may be confirmed through student ID number at the place of voting.
- 2. Publication to Members.** Written notice, including the date, time, and place of the meeting, will be provided through Campus Elections Team procedures. Notice will be given electronically or by publication, posting signs, or any reasonable method.
- 3. All Campus Election Procedures.** All Campus Election procedures including tabulation and reporting results, etc. are governed by the Campus Elections Team Rules.

D. Grievances.

Any undergraduate student member may file a formal complaint regarding the conduct of a member of MSA with the Executive Board by sending a written complaint to the President or Vice President. Complaints will be addressed at the next meeting of the Executive Board. After the meeting, the student complainant must be notified within seven days of the Executive Board's chosen course of action.

III. The Forum – Undergraduate Student Government Members

A. Forum's General Powers & Duties

1. Consideration of all proposals presented by committees.
2. Adoption of official policies of the MSA (except as specified in this document).
3. Approval of the annual budget.
 - a. Approval of MSA budget request before it's presented to the SSF Committee.
4. Confirmation of appointments to positions (as described herein).
5. The Forum has the authority by a two-thirds vote to override veto decisions of the President and any decisions of the Executive Board that were executed by Board vote.
6. The Forum has the emergency power to elect new persons to the office of President and Vice President in the event that both seats become vacant simultaneously

B. Forum Standing Rules

The process and procedures of the Forum's operations are governed by these Bylaws and Constitution and the Forum Standing Rules. The Forum Standing Rules control for all procedural matters that are not covered by these Bylaws and Constitution. In the event of a conflict between the Forum Standing Rules and this document, the Bylaws and Constitution control.

1. **Amendments.** Amendments may be proposed through a bill proposed by 1/5 of the Forum members.
2. **Amendment Procedures.** The proposed amendments must be presented to Forum for questions and discussion. Proposed amendments must be provided to the Forum at least 5 days before consideration. At the next meeting of Forum, the Speaker will ensure that quorum is present before the proposed amendment is brought forth for a vote. When the proposed amendment is brought forth for a vote, 2/3rds of the voting Forum Members must vote yes by written ballot in order for adoption of the proposed amendment to occur.

C. Forum Meetings

1. **Forum Operations.** These Bylaws and the Forum Standing Rules govern the operation of meetings of the Forum. For any matters not included in those governing documents, the Speaker will refer to Robert's Rules of Order Newly Revised and interpret them to the best of their abilities. Meetings of the Forum will include and be open to all members of MSA and the public.

2. **Voting Forum Member Meeting Registration.** Voting members must check-in for attendance prior to casting any votes during a meeting of Forum. If a voting member fails to register, they will not cast a vote until registration has been filed. Any vote cast by an unregistered voting member will be invalidated.
3. **Voting Forum Member Retreat.** The Speaker of the Forum may require semesterly or yearly a voting member retreat as a prerequisite of membership in the Forum. Members must be notified of the retreat at least one month before the first Forum meeting of the semester. Excusals from retreat will follow protocols of Title IV, Section V. Accommodations or excusals from the retreat are subject to the approval of the Speaker of Forum.
4. **Voting Forum Member Terms.** All voting members' terms commence at the beginning of the election process for the Speaker at the coterminous meeting of the Forum (with the exception of officers whose terms are outlined elsewhere and when special elections take place to fill a vacant seat in which case the candidate-elect will assume their role immediately). All current voting member's terms expire at the beginning of the election process for the Speaker at the coterminous meeting of the Forum.
5. **Voting Forum Member Attendance.** No voting member may have more than three unexcused absences from meetings of the Forum per semester. After the second unexcused absence, the Speaker will notify the Member with a warning. Upon the third absence, the Speaker will revoke said Member's voting rights and remove them from counting against quorum. Speaker will notify the Member of the removal of voting rights in writing. Members who have conflicts with MSA meetings may submit a written document giving an unavoidable and legitimate excuse for their absence to the Speaker of the Forum. Unavoidable and legitimate excuses would include, but are not limited to: illness, participation in intercollegiate athletic events or other University sponsored events, exams, subpoenas, jury duty, military service, family emergencies and religious observances, etc. This documentation will serve as basis for a Member's excusal from the Forum.
 - a. **Proxies:** Members who are not able to attend a meeting of Forum, must appoint a proxy, in addition to submitting documentation of their absence to the Speaker, and file said proxy with the Speaker prior to 8 AM on the day of Forum. Failure to appoint a proxy will constitute an unexcused absence. Members that have been required to relinquish voting rights due to either election or appointment to a position of leadership, or members who have lost their voting rights, will not be eligible to serve as proxies.
 1. Members who are not able to attend a meeting of Forum for a full semester or academic year, such as in situations of study abroad, will relinquish their voting rights.
 - b. **Removal of Voting Rights:** In the matter of attendance, removal refers to the removal of voting rights of a member. Members who has voting rights have been removed may still participate in Forum as a general member with no voting rights.

- c. **Reinstatement:** Voting members who have been removed may regain voting membership rights by running for an open At-Large, Senate, or Student Group Representative seat and being re-elected or reappointed as determined by the rules of those respective bodies. Upon re-election or reappointment, voting rights are to be reinstated at the beginning of the next semester.
6. **Regular Meetings.** Forum must convene at least five times per semester at the discretion of the Speaker. Forum is not required to convene during the summer semester. All members must be notified by the Speaker at least 36 hours prior to a regularly scheduled meeting of Forum.
 7. **Special Meetings.** The Speaker, the Executive Board, or any 15 members of Forum who hold voting rights may call for a special meeting of Forum. All members of Forum must be given at least 24 hours' notice of the meeting's time and location. Members who are unable to attend a special meeting of Forum are encouraged to appoint a proxy but are not obligated to. Under these circumstances, an absence will automatically be excused.
 8. **Coterminous Meeting.** The coterminous meeting of Forum is the meeting of Forum in which the Speaker for the upcoming academic year is elected.
 9. **Quorum and Voting.** At any meeting of Forum, there must be, at minimum, greater than one-half of all registered voting Forum members present in order to conduct business. Only members who currently hold voting rights may be counted when determining quorum. Any voting member may call "quorum," and the Speaker must suspend all pending actions and business items and immediately determine attendance. The Speaker will announce the attendance required to meet quorum prior to announcing the current number of members present. Failure to meet quorum will result in the immediate adjournment of the meeting, with all previous actions of the meeting still binding.
 10. **Electronic Voting.** When deemed appropriate by the Speaker of the Forum, voting via email may take place. The Speaker of the Forum will determine the voting procedure and length at which the ballot is open. All motions must be available for Forum vote for a minimum of 24 hours.

D. Voting Forum Members:

1. Student Group Representatives (1 per recognized group)

Eligibility: Student groups may apply for representation in the Forum as determined by the Forum Standing Rules. Eligible undergraduate student member who is a currently registered, student services fee paying student at the University of Minnesota – Twin Cities; b) in good standing with the University; and, c) free of any sanctions defined by the Board of Regents Policy – Student Conduct Code.

Appointed: Each group appoints a delegate of their choosing.

Term: One semester.

Voting: Voting members of the Forum.
Vacancies: Filled by the group's appointment of a new delegate.

2. At-Large Representatives (20 seats)

Eligibility: At-Large Representatives must be an eligible undergraduate student member who is a currently registered, student services fee paying student at the University of Minnesota – Twin Cities; b) in good standing with the University; and, c) free of any sanctions defined by the Board of Regents Policy – Student Conduct Code.

Elected: Elected by the undergraduate student body at all campus elections.

Term: Coterminous forum to coterminous forum

Voting: Voting members of the Forum.

Vacancies: Filled following the process outlined in Forum Standing Rules.

3. Senators

Eligibility: Senators must be an eligible undergraduate student member who is a currently registered, student services fee paying student at the University of Minnesota – Twin Cities; b) in good standing with the University; and, c) free of any sanctions defined by the Board of Regents Policy – Student Conduct Code.

Elected: Elected by the undergraduate and graduate students of a respective college through the all campus elections.

Term: Coterminous Forum to coterminous Forum

Voting: Voting members of the Forum.

Requirements: To ensure good standing with the Minnesota Student Association Senators must follow requirements laid out throughout the respective areas of bylaws and Forum Standing Rules under Article 2, Section A, Subsection III

Vacancies: Filled according to the University of Minnesota Student Senate Nominating Subcommittee processes.

4. Committee Directors

Eligibility: Committee Directors must be registered and in good standing undergraduate students.

Elected: Per Forum Standing Rules, "Committee Directors shall be elected in a special session of Forum at the end of the academic year. Committee Directors shall be elected by the "new" Forum selected in that year's all-campus elections. Committee Directors shall be elected by rank-choice voting by all voting members."

Voting: Voting members of the Forum.

Vacancies: Filled by a special election at a Forum by voting members.

5. Officers

Officers are elected by the undergraduate student body or hired to their position as described in detail below. The duties and voting rights of Officers vary by position as described. Vacancies are filled in the manner prescribed for each position.

E. Non-Voting (Ex Officio) Forum Members:

Ex Officio Forum Members are granted the same rights as Constituent Student Members and have no voting rights in the Forum. In the event an individual also holds a voting member position as well as an Ex Officio position, they may not vote. The following are Ex Officio:

1. President
2. Vice President
3. GLA Director
4. Chief Financial Officer
5. Treasurer
6. Chief of Staff
7. College Board Presidents

F. Dual Membership.

If an individual holds two types of membership, the one granting them voting rights is recognized. Dual members only have 1 vote regardless of the number of Forum seats held. Voting rights for the coterminous meeting of Forum are determined by standing policy.

1. Exceptions:

- a. Ex Officio Members may not vote, regardless of any dual membership standing.
- b. The Chief Financial Officer and Treasurer may not hold any voting rights.
- c. College Board Presidents may also be voting members and may serve as Proxies.

IV. Officers

In order to serve, and pursuant to University of Minnesota requirements, Officers must be a) eligible undergraduate student members who are currently registered, student services fee paying students at the University of Minnesota – Twin Cities; b) in good standing with the University; and, c) free of any sanctions defined by the Board of Regents Policy – Student Conduct Code.

A. President

Eligibility: eligible undergraduate student member who is a currently registered, student services fee paying student at the University of Minnesota – Twin Cities; b) in good standing with the University; and, c) free of any sanctions defined by the Board of Regents Policy – Student Conduct Code.

- Election:** - Elected on a single ticket with the Vice President in a spring all campus election.
- The slate is elected using instant runoff voting, the process of ranking candidates by preference.
- Term:** - July 1 through June 30.
- Duties:** - Act as the undergraduate student body president and act as its chief and primary spokesperson for the undergraduate student body.
- The President sets organizational priorities and direction, proposing policies and programs to the Forum for consideration.
 - Assists the Speaker in coordinating the activities of the Forum.
 - Implements all official policies.
 - Reviews University administrative proposals affecting students.
 - Acts as liaison between student government and student organizations.
 - Supervises office policy.
 - Appoints Vice Presidential vacancies.
 - Attends meetings of the Student Senate and University Senate as ex-officio member in accordance with the bylaws of each body.
 - Speaks on behalf of the Minnesota Student Association when appropriate.
 - Delivers a State of the Campus address biannually.
 - Proposes motions for Forum action that are deemed necessary.
 - Chairs the Executive Board.
 - Serves on the Student Representatives to the Board of Regents selection committee (unless they are seeking the position themselves).
 - Additional responsibilities are outlined and approved by Forum at the first meeting of the fall semester.
- Powers:** - Holds veto power over any resolution of the Forum (excepting veto overrides and ratifications or elections)
- Power to delegate any of the duties listed above to any appointed or elected Forum member.
- Voting:** - Non-voting Forum Member
- Vacancy:** - Filled by the current Vice President. If the Vice President is also vacant, then the Speaker serves as Interim President until a new President is elected.

B. Vice President

- Eligibility:** - Eligible undergraduate student member who is a currently registered, student services fee paying student at the University of Minnesota – Twin Cities; b) in good standing with the University; and, c) free of any sanctions defined by the Board of Regents Policy – Student Conduct Code.
- Election:** - Elected on a single ticket with the President in a spring all campus election. The slate is elected using instant runoff voting, the process of ranking candidates by preference.
- Term:** - July 1 through June 30.
- Duties:** - Acts as the undergraduate student body vice-president.
- Assists the President in carrying out their duties.

- Performs the President's or Speaker's duties in the event they are absent or incapacitated.
- Oversees the preparation and presentation of the MSA annual funding request.
- Responsible for communication with other post-secondary institutions.
- Oversees the coordination of conferences.
- Chairs the Board of Committee Directors
- Carries out other duties delegated by the Forum.
- Additional responsibilities are outlined and approved by Forum at the first meeting of the fall semester.

Voting: - Non-voting Forum Member

Vacancy: - Filled by the President, subject to Forum approval.

A. Speaker of the Forum

Eligibility: - Eligible undergraduate student member who is a currently registered, student services fee paying student at the University of Minnesota – Twin Cities; b) in good standing with the University; and, c) free of any sanctions defined by the Board of Regents Policy – Student Conduct Code.

Election: - Elected from the pool of Forum Members during the first Forum after new members take office (at which time the outgoing Speaker, still serving, will relinquish the chair to the newly elected Speaker).

Term: - First Forum through June 30.

Duties: - Presides over the Forum.

- Coordinates activities of the Forum.
- Appoints a parliamentarian if necessary.
- Formulates the agenda.
- Sets the meeting schedule.
- Enforces attendance of Forum Members.
- Oversees internal Forum business.
- Serves as Interim President in the event that both the President and Vice President become vacant simultaneously.
- Approves agendas for emergency meetings.
- Carries out other duties as delegated by the Forum.
- Decides questions of logistical, operational or parliamentary procedure within the Forum in their discretion (and suspends any action found to be inconsistent with the policies of the MSA until the conflict is resolved).
- Maintains a list of student groups who hold representation in the Forum.
- Additional responsibilities are outlined and approved by Forum at the first meeting of the fall semester.

Voting: - Non-voting Forum Member

Vacancy: - Filled by the election of a new Speaker from the eligible pool.

A. Student Representatives to the Board of Regents (2 seats)

- Eligibility:** - Eligible undergraduate student member who is a currently registered, student services fee paying student at the University of Minnesota – Twin Cities; b) in good standing with the University; and, c) free of any sanctions defined by the Board of Regents Policy – Student Conduct Code and who meet the criteria of the University of Minnesota Board of Regents Policy.
- Selected:** - Put forward as a slate from the selection process as governed by these bylaws and confirmed by the Forum.
- Ranking:** - The most qualified undergraduate candidate is selected to serve as the undergraduate Ranking Student Representative to the Board of Regents
- Term:** - From confirmation through June 30.
- Duties:** - Represent the undergraduate body to the Board of Regents as non-voting members to the Board of Regents standing committees.
- In addition to the responsibilities outlined in the Board of Regents policy, the Student Representatives to the Board of Regents are expected to represent Twin Cities students to the Board of Regents as a group
 - Work collectively to present issues facing students, and serve as the primary liaison between their respective RSGA and the Board of Regents.
 - Additionally, the Student Representatives are formally included in the structure of their respective RSGA and are expected to fulfill the internal obligations set forth by their respective RSGA.
 - Additional responsibilities are outlined and approved by Forum at the first meeting of the fall semester.
- Voting:** - Non-Voting Forum Members
- Vacancy:** - Filled by an appointment of the Selection Committee via the process outlined:

1: Membership

- A. The Selection Committee (SC) shall be comprised of the following:
- a. Chair - Ranking MSA Representative to the Board of Regents (R2R)
 - i. Does not hold voting rights
 1. In the case scenario a tie is held between voting committee members, or the committee membership shall fall on an even number, then the Chair shall cast a vote
 - ii. In the scenario the Ranking MSA R2R does not wish to serve or is applying for an additional term, the second TC R2R shall serve as the Chair
 - iii. In the scenario the second TC R2R does not wish to serve, the Chair position shall be filled by an election on the floor of the Forum
 - b. One Twin-Cities Undergraduate Student Senator, one ALR, one SGR
 - i. All hold voting rights
 - c. The outgoing President/Vice President
 - i. Both hold voting rights
 - d. The incoming President/Vice President
 - i. Both hold voting rights

2: Elections

- A. One Senator, one ALR, and one SGR comprise the voting member membership of the committee and they are elected by a majority of votes from their respective colleagues through a ranked-choice ballot

- a. In order to run, each voting member must be in good standing in regards to their voting member status
 - b. Senators may only vote for the Senator(s), ALRs may only vote the ALR(s), and SGRs may only vote for the SGR(s)
- B. The runner up of each respective seat will serve as an alternate in case any of the committee members forfeit their seat

3: Charge

- A. This SC will be tasked with soliciting, evaluating, and interviewing candidates for the R2R positions
 - a. The SC will use the interview and evaluation criteria as outlined in the RSGA Memorandum of Understanding and pick four-five candidates to interview
- B. The SC will also be tasked with nominating two final candidates, which require a majority vote by the SC, to the Forum by the coterminous Forum in the form of a resolution authored by the members of the SC
 - a. The SC reserves the right to nominate an alternate (third candidate) in the scenario a candidate does not receive approval from Forum or resigns from the position
 - b. The new Forum shall confirm the candidates.
- C. The SC must disclose biases with any candidates and undergo bias training.

4: Timeline

- I. Application materials shall be completed a week prior to the opening of applications
 - A. Application materials will be created by the outgoing Presidential/Vice Presidential Team
- II. Voting for the members of the R2R SC shall be held within a week of the application opening
- III. Application should be open for two weeks prior to the application closing
- IV. Application should close two weeks before the meeting of the MSA Forum where candidates will be confirmed
- V. SC members must be given one week's time to review and evaluate the applications
- VI. SC members will hold interviews during the week prior to the meeting of Forum where candidates will be confirmed
- VII. SC must notify the Speaker of Forum no later than 48 hours in advance of the meeting of the MSA Forum where candidates will be confirmed with the formal nomination of the selected nominees in the form of a resolution authored by the members of the SC

A. Ranking At-Large Representative (RALR)

- Eligibility:** - Eligible undergraduate student member who is a currently registered, student services fee paying student at the University of Minnesota – Twin Cities; b) in good standing with the University; and, c) free of any sanctions defined by the Board of Regents Policy – Student Conduct Code.
- Election:** - Elected from the pool of At-Large Representatives of the Forum during the coterminous with the Speaker presiding (at which time the outgoing RALR, still serving, will relinquish the office to the newly elected RALR).
- Term:** - First Forum through June 30.
- Duties:** - Acts as the liaison between At-Large Representatives and the Executive Board.
 - Additional responsibilities are outlined and approved by Forum at the first meeting of the fall semester.

- Voting:** - Voting Forum Member
Vacancy: - Filled by the election of a new RALR from the eligible pool.

B. Ranking Voting Member (RVM)

- Eligibility:** - An undergraduate student body member in good standing and seated Student Group Representative (SGR), Senator, or At-Large Representative (ALR).
Election: - Elected from the pool of Senators, At-Large Representatives, and Student Group Representatives seated during the coterminous Forum.
Term: - Coterminous Forum through June 30th of the following year.
Duties: - Acts as the liaison between SGRs and the Executive Board.
 - Serve as point of contact for SGRs and oversees SGR outreach, recruitment, and retention.
 - Additional responsibilities include serving as a liaison to general members, assist in the planning and execution of Forum engagement opportunities, providing administrative support to the operations of Forum and Committee, and other duties agreed upon.**Voting:** - Voting Forum Member
Vacancy: - Filled by the election of a new RVM from the eligible pool.

C. Representative to the Student Senate Consultative Committee (SSCC)

- Eligibility:** - Eligible undergraduate student member who is a currently registered, student services fee paying student at the University of Minnesota – Twin Cities; b) in good standing with the University; and, c) free of any sanctions defined by the Board of Regents Policy – Student Conduct Code.
Election: - Elected from the pool of Student Senators during the coterminous Forum with the Speaker presiding (at which time the outgoing SSCC, still serving, will relinquish the office to the newly elected SSCC).
Term: - First forum through June 30.
Duties: - Serves as MSA Representative to the Student Senate Consultative Committee.
 - Additional responsibilities are outlined and approved by Forum at the first meeting of the fall semester.**Voting:** - Voting Forum Member
Vacancy: - Filled by the election of a new SSCC from the eligible pool.

D. Forum Member Terms

Terms begin on July 1 and conclude on June 30 except as otherwise noted for officer positions. When special elections take place to fill a vacant seat, the candidate-elect assumes their role immediately and serves out the remainder of the position's term.

C. Resignation

1. **Officers.** An Officer may resign by giving written notice to the Speaker. The resignation is effective immediately unless a later effective date is named in the notice. The notice is valid without formal acceptance. Written notice may be electronic. The Speaker announces it immediately to the Executive Board and at the next Forum to all other Members. The Executive Board will appoint an interim officer to assume the responsibilities of the officer until a replacement is instated through the vacancy filling process for the office.
2. **Staff.** Staff may resign by giving written notice to Chief of Staff. The resignation is effective immediately unless a later effective date is named in the notice. The notice is valid without formal acceptance. Written notice may be electronic. The Chief of Staff announces the resignation immediately to the Executive Board. Staff positions are refilled according to the hiring process for the position.

D. Impeachment & Removal

MSA Officers or Forum Members suspected of misconduct or wrongdoing may be impeached if one-fifth of all Forum Members petition the Executive Board. The Executive Board has 3 business days to review the petition. After a petition is filed, received and deemed compliant, the Speaker will immediately schedule a special session in accordance with Forum Standing Rules. Forum members must receive 7 days advance written notice prior to the beginning of impeachment proceedings. A motion for removal from office passes with a two-thirds vote of the Forum.

Grounds for removal includes but is not limited to the following: substantial failure to perform duties; direct and substantial interference with actions of other Members of the student government system in their attempt to carry out their duties; deliberate misuse of funds; substantial violations of local, state or federal law while holding office, substantial violation of UMN TC policy while holding office; or deliberately misleading the MSA or its committees while in office.

The Executive Board will appoint an interim officer to assume the responsibilities of the officer until a replacement is instated through the vacancy filling process for the office.

V. Executive Committees

There are three executive committees. The Executive Board; the Board of Committee Directors; and the Forum Board.

A. Electronic Voting

When deemed necessary by the Chair, an Executive Committee may vote by email.

1. **Notice.** All members of the respective committee must receive at least 12 hours' notice and opportunity to respond.

2. **Procedure.** The original email must clearly state the motion or question on which the committee members are to cast their vote. Only one motion may be requested per email. A member's failure to reply within the set timeframe is counted as an abstention. All electronic votes must be included in the meeting minutes of the next scheduled meeting.
3. **Quorum.** A motion must receive a number of votes from committee members equal to or greater than the quorum for the respective committee to pass the motion.

B. The Executive Board

1. Voting Executive Board Members:

- a. President (Serves as Chair of Executive Board)
- b. Vice President
- c. Speaker of the Forum
- d. Ranking At-Large Representative
- e. Ranking Voting Member
- f. Ranking Representative to the Student Senate Consultative Committee
- g. Ranking Representative to the Board of Regents
- h. Director of Government and Legislative Affairs

2. Non-voting Ex Officio Executive Board Members:

- a. President's Chief of Staff
- b. Vice President's Chief of Staff
- c. Deputy Chief of Staff
- d. Communications Director
- e. Chief Financial Officer

3. Executive Board Powers

- a. **Nonprofit Governance.** In compliance with state statutes governing nonprofit corporations, the voting members of the Executive Board will have the responsibility to govern the nonprofit corporate issues and have the rights, duties and obligations of the nonprofit corporation Board of Directors. Each member of the Executive Board may cast one vote at Board meetings.
- b. **Interim Authority.** The Executive Board may act on behalf of Forum in administering the responsibilities vested in the Forum during the interim period which begins the first day following the end of spring semester until the first day of fall semester. All actions

taken during this interim period must be ratified by the Forum at the first meeting of Forum to be considered a binding action of the Forum.

- c. **Ad Hoc Committees.** The Executive Board may create ad hoc committees as needed to carry out specific and detailed tasks. The Executive Board must appoint a Committee Director to oversee any ad hoc committee created. That ad hoc committee Director then holds the same responsibilities as a Director of a Standing Committee of Forum. The ad hoc committee will dissolve after fulfillment of their assigned task(s).
- d. **Other Empowerments.** The Executive Board is empowered to take other actions such as the hiring of staff as stated elsewhere in these bylaws.

4. Executive Board Duties

- a. Recommend agenda items to the Forum Board for regular meetings of Forum.
- b. Selecting delegates to the Association of Big Ten Students conferences.
- c. Other duties as described elsewhere in these bylaws.

5. Executive Board Meetings

- a. **Schedule & Notice.** The Board must meet at least once prior to any meeting of Forum, except when emergency Forum meetings are called. Board members must receive notice of a regular Executive Board meeting at least 48 hours in advance.
- b. **Attendance.** If an Executive Board member cannot attend a scheduled meeting and wishes to send an alternate, they must notify the President, in writing, at least 24 hours in advance of the meeting except in the event of an emergency. Alternates may vote as Proxy.
- c. **Quorum.** At least 51% of the voting Board members must be present.

C. Board of Committee Directors

- 1. **Board Members.** The Directors of the Standing Committees of Forum and the Vice President make up the Board of Committee Directors. The Vice President serves as Committee Chair.
- 2. **Board of Committee Directors Duties.** To report on the work of the Standing Committees of Forum.
- 3. **Board of Committee Directors Meetings**
 - a. **Schedule & Notice.** The Board meets at the convenience of all Committee Directors. Preference is given to meeting directly before or after the Executive Board Meetings.
 - b. **Attendance.** The Vice President determines whether or not the Director of the Grants Committee must attend meetings. In the instance that a member cannot attend a scheduled meeting and wishes to send an alternate, they must notify the Vice President, in writing, at least 24 hours in advance of the meeting, except in cases of an emergency.

- c. **Quorum.** A simple majority of the Board members must be present.

D. The Forum Board

1. **Forum Board Members.** The Speaker of the Forum, the Ranking Voting Member, the Ranking at-Large Representative, and the Ranking Representative to the Student Senate Consultative Committee make up the Forum Boards. The Speaker of the Forum serves as Committee Chair.
1. **Forum Board Duties.** To approve all agendas of regular Forum meetings.
2. **Forum Board Meetings**
 - a. **Schedule & Notice.** The Board meets at the convenience of its members. The Board must meet at least once before regularly scheduled meetings of the Forum.
 - b. **Attendance.** Attendance is mandatory.
 - c. **Quorum.** All members must be present.

VI. Staff

The Executive Board is empowered to appoint staff. Staff serve to assist in fulfilling goals and implementing resolutions at the discretion of the Executive Board.

The Executive Board will outline responsibilities for each staff position in the form of official job descriptions. Forum will approve all of the staff job descriptions at the first Forum of the academic year and on an as needed basis if a new staff position is created at any point following the first Forum of the year.

The Executive Board appoints and fills staff positions. Forum is empowered to remove staff members for any reason by a majority vote at any meeting of Forum. The Chief of Staff and Executive Board handles all routine staff discipline, administrative and termination matters.

The Chief of Staff, Chief Financial Officer and GLA Director staff positions are hired annually, and the Executive Board appoints staff to fill these positions. Staff serve in their roles through June 30.

A. Compensation & Stipends

MSA through the Executive Board is empowered to pay compensation to Officers, Committee Directors, and Staff and other independent contractors for services rendered at its discretion. Compensation and stipends appear as individual line items in the budget proposal to be approved by Forum. The amount and frequency of payments will be reasonable, determined from time to time by the Executive Board, and be legally compliant with all state and federal employment, nonprofit, and other applicable laws. The Executive Board will determine financial and human resource policies related to staff and compensation; and will maintain appropriate insurance coverages. Compensation of MSA staff members will be aligned with the fiscal year of MSA.

VII. Associations

MSA may associate with other organizations.

VIII. Volunteers

The Board of Directors may establish policies and procedures to recruit, train, and utilize additional volunteers in the operation of its activities and fulfillment of its purpose and mission. MSA may maintain insurance policies to cover those serving as volunteers.

IX. Management Provisions

A. Financial

1. Fiscal Year. The fiscal year runs from July 1 to June 30.
2. Budget.
 - a. Proposal and Draft: Each spring, the outgoing or incoming Presidential team, in consultation with the Finance Team, will draft a budget for the next fiscal year to be presented to Forum by the end of that spring semester. The budget will then be brought forth for a vote at the first meeting of Forum in the next fall semester. Additionally, the MSA budget request to the SSF Committee will be presented at two meetings of Forum - once for discussion and once for a final vote before being presented to the SSF Committee.
 - b. Summer: All expenditures and obligations made within the budget during the summer months will be honored and not made null and void.
 - c. Publication: The budget will be published on the MSA website within one week from the date of approval by Forum. Any amendments to the budget that are approved by Forum will be updated on the MSA website within one week of the date of approval.
 - d. Temporary Operational Budget: If a budget is not passed by Forum, the Executive Board may approve a temporary operational budget until a budget is passed in Forum. This temporary operational budget may not exceed \$15,000.
 - e. Additional Expenditures: Any expenditure in excess of the approved budget amount in any given account must be presented to Forum as an amendment to the budget if it exceeds \$1,000. All amendments must include monetary amounts to be moved and list all affected accounts.
 - f. Financial Review Period: For any authorization of an expenditure exceeding \$1,000 but less than \$25,000, all members of Forum must receive all details of said proposal at least seven (7) days prior to discussion. If the amount to be authorized is greater than \$25,000, all members Forum must receive all details of said proposal at least fourteen (14) days prior to discussion.

3. Expenditure Authorizations: The Treasurer and CFO are empowered to disburse the funds from all salary and budget accounts. Each fiscal year, the Executive Board will establish a list of authorized persons for each budget account who has the authority to make expenditures on behalf of the Minnesota Student Association pertaining to that account.
4. Electronic Payments: The CFO is responsible for the MSA Debit and/or Credit Cards and may authorize their use to the President, Treasurer, and Chief of Staff.
5. Reimbursement Procedures: Receipts are required and must be submitted to the CFO and/or Treasurer in order to be reimbursed. Bank statements do not qualify as a receipt.
6. Per Diem Allocations: When the Executive Board issues funds for per diem at their discretion, receipts or documentation of expenses are not required.
7. Grant and Sponsorship Policy: Standing Policy will be created to outline a process for which student groups can apply for grant funding or sponsorship from MSA. This recommendation will be made available to Forum for ratification. Upon ratification, these guidelines will be published and made accessible to all student groups.
8. Student Services Fees (SSF) Request: It is the responsibility of the outgoing President, Vice President, and CFO to ensure the expenses incurred during the current fiscal year are recorded in the appropriate SSF budget format. These responsibilities must be included in each of the official transition reports prepared by the current the President, Vice President and CFO.
9. Executive Board Fiduciary Duties. Financial reports are required to be submitted to and reviewed by the Executive Board no less than quarterly. The Executive Board will regularly review the MSA's: income statement, balance sheet, and budget to actual reports. At minimum, the Executive Board will review annually, the annual financial report, any audit reports, and IRS 990 tax information return.
10. Accounts. MSA will maintain appropriate checking, savings, or other accounts at a reputable bank or financial institution under the name of MSA.
11. Bank Signatories. The CFO and Treasurer are authorized to act as signatories on all MSA financial accounts. MSA will at all times have at least two signatories on every bank account or financial account.
12. Charitable Assets. All money raised in MSA's name will be deposited in MSA's account as charitable assets and used for MSA's charitable purposes according to State and Federal fundraising laws and rules.

B. Records

MSA's will keep at the registered office address or in an online filing system correct and complete copies of its articles and bylaws, accounting records, and minutes of meetings for 6 years.

C. Inspection

A Forum Member may inspect all records described in "Records" above, either in person or by agent or attorney, for any proper purpose at any reasonable time.

Upon request MSA will give a Forum Member who requests it a financial statement (i.e. consolidated financial statements, or income statement and balance sheet, etc.) for the last annual accounting period and a balance sheet with a summary of its assets and liabilities as of the closing date of the last monthly accounting period.

D. Ownership of Intangible Assets

Directors and Officers may from time to time establish accounts on behalf of the MSA for third party services such as web domains, web services, software services, donor or member lists, etc. All accounts of this nature are assets of the MSA and should be opened in the name of the MSA whenever possible. If ownership cannot be established in the name of the MSA, the individual Director or Officer must grant secondary authority whenever possible or share account information and log in credentials to another Director or Officer to preserve right of access to these assets and accounts.

E. Legal Instruments

All contracts, agreements, and other legal instruments executed by MSA must be issued in the name of MSA, not the individual name of a Director or Officer. The Board may establish internal controls or policies which control the number of officers required to sign legal instruments.

F. Loans

Loans and other debts are not permitted without authorization of the Board specifically authorizing the loan or debt. All loans and debts for MSA must comply with state laws governing nonprofits.

G. Periodic Reviews

To ensure MSA operates in a manner consistent with its charitable purposes; that it files all required paperwork and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews will be conducted. The periodic reviews will, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits and vendor payments are reasonable, based on competent survey information, and the result of arm's length bargaining;
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to MSA's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in private inurement, impermissible private benefit or in an excess benefit transaction.
3. Whether MSA is properly filing annual paperwork with the state agencies for charitable solicitation registration, corporate entity registration, unemployment insurance, sales tax revenue reporting, income tax reporting, social security administration, etc. MSA will file the Form 990 with the IRS annually.

4. Whether MSA is in compliance with state and federal fundraising regulations.

H. Policies and Procedures

The Executive Board may establish policies and procedures that require approval by a majority vote of Forum. These include but are not limited to:

- To maintain records of decisions made by the Board in one central location
- Regarding internal financial controls
- Regarding conflict of interest
- Regarding conflict management, non-discrimination, equal opportunity, etc.
- Regarding gifts and grants to other individuals/organizations
- Regarding employees, contractors and volunteers
- Regarding other topics that may become reasonable and necessary

X. Non-discrimination

MSA operates in compliance with the University Board of Regents Policy on Diversity, Equal Opportunity and Affirmative Action. MSA membership is open to all undergraduate students without regard to race, color, creed, religion, national origin, gender, age, marital status, disability, public assistance status, veteran status, sexual orientation, gender identity, or gender expression.

XI. Amendments to Bylaws

1. Amendments may be proposed through either an official Bylaws Review Committee; or through a bill proposed by 1/5th of the voting body.
2. The official Bylaws Review Committee shall be established annually at the first Forum of the academic year. This committee will be chaired by the Speaker. This committee will consist of four voting members of Forum, being elected via floor vote during the first Forum of the academic year.
 - a. The Bylaws Review Committee will be responsible for reviewing and analyzing any proposed amendments to the Bylaws from internal or external parties. The members of the Bylaws Review Committee will be well versed in the content and implications of all MSA governing documents in relation to the bylaws.
 - b. The chair of the Bylaws Review Committee will serve in a non-voting capacity within the committee. The chair may vote to break a tie within the committee.
 - c. The Speaker may at their discretion, appoint an individual to chair the committee in their stay.
3. A proposed amendment must be presented to the Forum for questions and discussion. Proposed amendments must be provided to the Forum at least five days before consideration.

After the period of questions and discussion, the Speaker will ensure that a quorum is present before the proposed amendment is brought forth for a preliminary vote. When a proposed amendment is brought forth for the preliminary vote, a majority of the voting Forum Members must vote 'yes' by written ballot in order for the proposed amendment to proceed to a final vote.

4. By passing the preliminary vote, Forum authorizes a singular electronic vote to take place outside of the meeting of the Forum where the preliminary vote took place. The electronic vote will begin within two hours of the adjournment of that meeting of the Forum, and will end seven days after that vote began. This electronic vote is the final vote.
5. The final vote will be voted on electronically by at a minimum 2/3rds of the voting body. An absolute majority of the voting body must vote 'yes' in order for adoption of the proposed amendment to the Bylaws. Any voting member that has not cast their vote during the seven day electronic voting period shall be counted as having cast their vote as 'no', against the proposed amendment.
6. The Speaker will announce the result of the vote to amend the Bylaws in the email preceding the following Forum, and will be the third agenda item of that same Forum.

XII. Amendments to Articles & Constitution

1. **Methods.** Amendments may be proposed through either an official Articles & Constitution Review Committee recognized by a majority vote of the Executive Board; through a bill proposed by 1/5 of the Forum Members; or by a petition of 10% of the undergraduate student body members.
2. **Requests by Committee or Forum.** The proposed amendments must be presented to Forum for questions and discussion. Proposed amendments must be provided to the Forum at least 5 days before consideration. At the next meeting of Forum, the Speaker will ensure that quorum is present before the proposed amendment is brought forth for a vote. When the proposed amendment is brought forth for a vote, 2/3rds of the voting Forum Members must vote yes by written ballot in order for adoption of the proposed amendment to occur. Amendments approved at the Forum must be put forward for consideration of the student body as a whole for ratification through All-Campus Election.
3. **Requests by Student Body.** A petition brought by 10% of the undergraduate student body may propose amendments to the Articles & Constitution for consideration of the student body as a whole. The petition must be presented to the Speaker of the Forum for proof-reading and forwarding to the All-Campus Election Commission. Amendments become effective upon ratification by a majority of those students voting in an All-Campus Election. In the tallying of votes, a non-vote is counted with the majority as an abstention.

- a. For a referendum on an All-Campus Election ballot to be considered a constitutional amendment, it must:
 - i. Contain the heading “Proposed Amendment to the Minnesota Student Association Articles & Constitution.”
 - ii. Clearly state the intent of the Amendment and explain the reasoning or any potential issues or conflicts.
 - iii. Contain in order, “No (Keep it the way it is)” and “Yes (change it as presented).”
4. **Enactment.** MSA will enact Constitutional amendment language from the referendum through the legal process of Amendment & Restatement of the Articles of Incorporation & Constitution with the Minnesota Secretary of State’s Office. The organization may utilize legal counsel to prepare the document for filing and / or to report changes to the exempt purpose to the IRS on the annual Form 990.

Certification

These Bylaws were approved at a properly conducted meeting of the Forum of MSA.

 Name: _____
 Title: _____

 Date

Bylaws Amendment History:
 Ratified: April 29, 2014
 Amended: April 28, 2015
 Amended: October 13, 2015
 Amended: April 12, 2016
 Amended: September 27th, 2016
 Amended: March 26th, 2019
 Amended: March 31st, 2020

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