

Approved Board of Directors – 11/01/08

MEMBERSHIP VOTE

The Academy and Association Articles of Incorporation and Bylaws and the Minnesota nonprofit statute enumerate specific issues that are subject to member vote, including but not limited to election of officers and directors amendment of the Articles of Incorporation, Bylaws and Administrative Regulations, and approval of dues and special assessments. Article VI, Section 1 of the Academy and Association Bylaws gives the Academy and Association Boards of Directors the broad authority to manage the property and affairs of the Academy and Association, respectively. Pursuant to this general authority, any issues not specifically identified as being subject to member approval under the Articles of Incorporation, Bylaws, or Minnesota nonprofit statute shall be reserved for decision by the Academy and Association Boards of Directors pursuant to their general authority under the Bylaws.

Accordingly, any member votes on issues other than those identified for member approval in the Articles of Incorporation, Bylaws, or Minnesota nonprofit statute – whether taken at a duly constituted member meeting, by mail ballot, or electronically – shall be advisory to the Academy or Association Board of Directors. The relevant Board of Directors shall review and take appropriate action on such issues at its next regularly-scheduled meeting following the member meeting at which the issue was raised.