

ACLU Minnesota CIVIL LIBERTIES NEWS

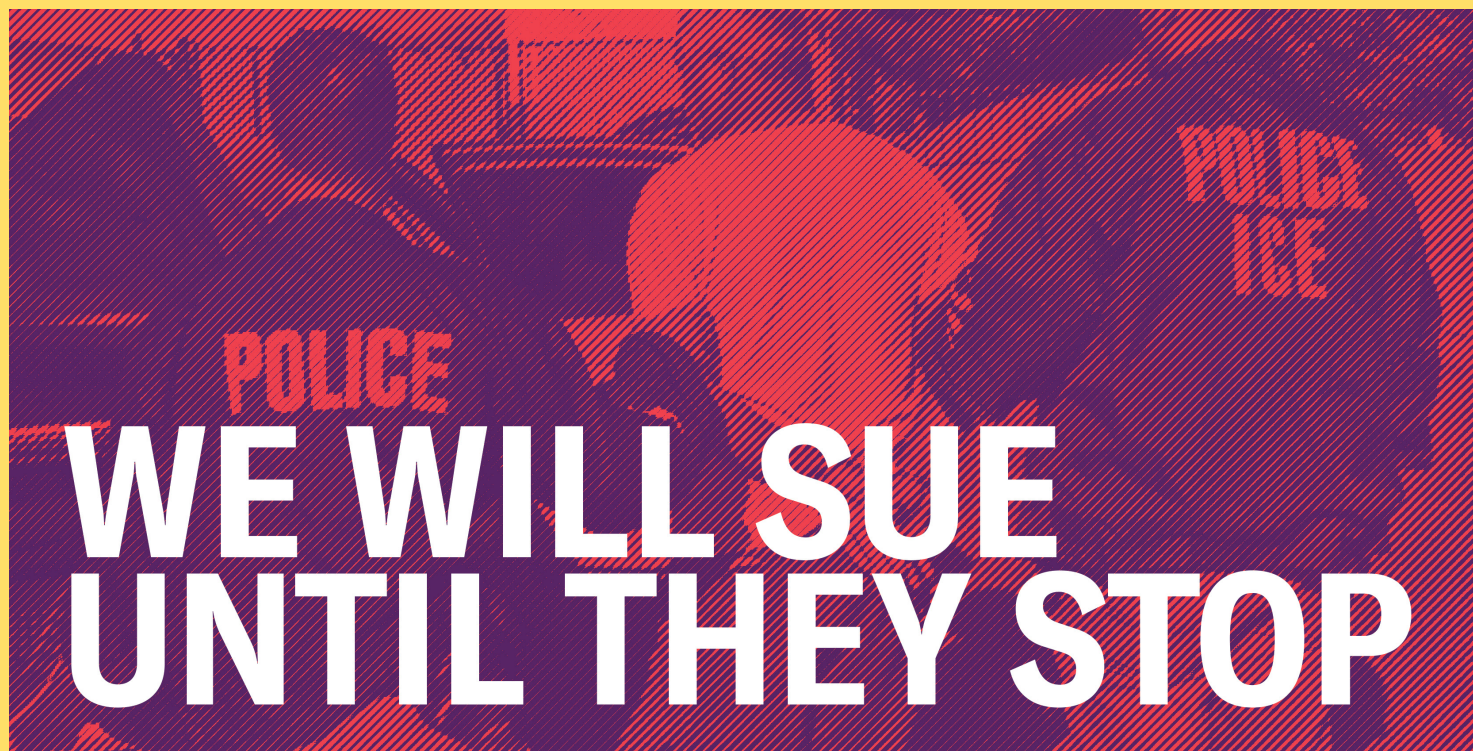
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(ICE photo in public domain)

IMMIGRANT RIGHTS

ACLU-MN DISRUPTS DEPORTATION PIPELINE IN NOBLES COUNTY

Nobles County's policy of holding immigrants in jail for ICE after the sheriff was supposed to release them is unlawful, according to a recent court ruling in favor of the ACLU of Minnesota.

Sheriff Kent Wilkening detained immigrants for ICE even after people were granted bail, got their cases dismissed or finished serving their sentences.

"Defendants (Nobles County) failed to perform an official duty clearly imposed by law when they continued to detain the Plaintiffs without lawful authority for some period of time," wrote state District Judge Gregory Anderson. He granted a permanent injunction so the county can't ever do this again. The four plaintiffs in the class action

suit *Rodrigo Esparza v. Nobles County* can now seek damages at trial.

The judge noted that Sheriff Wilkening knew detaining people for ICE without authorization was "risky," pointing out the ACLU-MN and the Minnesota Sheriff's Association had warned against this for years. He also noted this is the second time the ACLU had sued Nobles County and the sheriff over the same issue.

In that earlier settlement, the county agreed not to hold people based solely on an ICE detainer, then did so again anyway.

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EXECUTIVE DIRECTOR'S CORNER

GET ANGRY, THEN GET TO WORK!



John B. Gordon
Executive Director

Primary elections always bring a great deal of excitement, including the promise of so many potential candidates with big ideas that could change our nation.

Did your candidate win? If so, great! Congrats!

But maybe they didn't, or they dropped out before you could vote for them. If so, bummer. After campaigning, donating, writing letters or even hitting "like" a lot on social media, it can be hard to get excited all over again.

It's important to take a moment and acknowledge the loss. It is a real thing.

But then we need to pick ourselves up, dust ourselves off and start all over again – together, in unity. We need to channel our energy into a renewed fight at the Legislature now and at the polls in November.

Toni Morrison said it well: "I get angry about things, then go on and work."

This year, the stakes are too high for any of us to give up. The Trump administration and its enablers have spent the past three years attacking civil liberties in ways we have never seen before. The administration has worked to separate families at the border, ban abortions, suppress voting and discriminate against LGBTQ people. The Supreme Court is at stake.

The ACLU has already filed 309 legal actions against the administration, and there's more to come.

But we need you — your passion, your talents, your resources and the very best you can bring to this fight. Volunteer. Donate. Write letters to the editor. Light up social media. Talk to your lawmakers.

And if you have ideas that help you push through resignation and apathy, please share them with us on social media @aclumn. We're all in this together, and that includes firing each other up.

Please do not stay home on Election Day on Nov. 3 because your favorite candidate isn't the nominee. Don't tune out. Don't let hopelessness and apathy become the new norm.

Don't risk having to say, "Gee, I wish I had done more."

Whether things get better or worse, I think you will want to be able to say, "I did everything I could."

A handwritten signature in black ink, appearing to read "John".

ACLU-MN LOBBIES FOR FINES & FEES REFORM, PRIVACY



Top Left: Ismael Dore shares how he has been impacted by excessive fines and fees. **Top Right:** ACLU-MN Organizer Elizer Darris and volunteer Kayla Elizabeth prepare to lead groups of constituents. **Bottom Right:** Attendees react to Ismael's remarks.

NEWS UPDATES

WHAT YOU NEED TO KNOW

Just because it doesn't get a headline doesn't mean it's not important.

WINNING AGAINST VOTER SUPPRESSION // A judge rejected an attempt to derail our lawsuit, which seeks to restore voting rights to more than 52,000 Minnesotans on felony probation or supervised release. The Minnesota Voters Alliance tried to intervene in our suit filed in Ramsey County District Court. "MVA argues that it is attempting to safeguard taxpayer funds, when in reality, its intervention is causing the expenditure of those funds," Ramsey County Judge Richard H. Kyle ruled Feb. 12.

ENSURING VOTING RIGHTS // The ACLU-MN sued on Feb. 11 to make sure that voters with disabilities or language barriers are not prevented from getting the help they need at the polls. Watch the next newsletter or go to @aclumn for details.

VICTORY FOR FREE SPEECH IN ST. CLOUD // The ACLU-MN convinced the St. Cloud City Council to remove unconstitutional Rules of Conduct that stifled free speech. The council's Feb. 10 vote to remove the rules came after we sent a letter strongly urging the city to comply with the Constitution. The new policy appears to strike a good balance between free speech and the council's interest in decorum. But we'll keep watching to make sure.

CELEBRATING ACLU'S CENTENNIAL // The ACLU released "Fight of the Century," an anthology of major legal victories to commemorate its 100th birthday. We collaborated with Birchbark Books and the Dakota Jazz Club on Jan. 28 for a night of singing, dancing and book readings. Dr. Steven Miles and Joline Gitis matched up to \$10,000 of the ticket sales. All proceeds were donated to the ACLU of Minnesota.

ACLU-MN IN ROCHESTER // We hosted our first Get to Know the ACLU event in Rochester on Jan. 29. Our legal, legislative and community engagement teams talked about their priorities in 2020 and the fight for civil liberties in Minnesota.

ACLU-MN GOES TO GRAND RAPIDS // Supporters RJ and Teresa Devick hosted an informational event for Grand Rapids and nearby communities on March 6. The event was at Rapids Brewing Co., and we answered questions about the ACLU's mission and advocacy work.

FROM A TRAFFIC TICKET TO JAIL?

BY MICHEALA SHARP, COMMUNICATIONS ASSISTANT



ACLU-MN Organizer Ismael Dore and Policy Director Julia Decker participate in a recent town hall, co-hosted by the Minneapolis NAACP and ACLU-MN.

About 33,000 Minnesotans have their driver's licenses suspended every year because of unpaid traffic fines and fees. That hurts everyday Minnesotans, who must face mounting debt and even jail time just to go work, buy groceries, go to the doctor and take care of their families.

That's why the ACLU of Minnesota is fighting for legislation that prohibits the state from taking away driver's licenses for failure to pay a ticket or show up in court on a ticket. The legislation would retroactively reinstate licenses for tens of thousands of Minnesotans, and another bill would end excessive fines.

We have a responsibility to ensure that our justice system is fair for every Minnesotan regardless of their ability to pay.

The ACLU-MN held a town hall with the Minneapolis NAACP and Minnesota Asset Building Coalition on Feb. 13 to give lawmakers a chance to hear directly from affected community members.

"In Minnesota, we have some of the worst racial disparities in the nation," said Minneapolis NAACP President Leslie Redmond. "Who is sitting in the driver's seat can determine if you are getting stopped or not, and that is a problem that we need to acknowledge. A lot of the time, it is people who look like me, especially the male version."

A number of years ago, Ismael Dore, now an ACLU-MN organizer, got many tickets while living in his car because he was homeless. He couldn't pay, and he lost his car and temporary home. Now he has a driver's license, but his fight against unnecessary fines and fees is not over. He still has to pay reinstatement fees and extra insurance to keep his license, on top of paying back all the tickets.

You can make a difference! Please email or call your representative and ask them to pass HF 1060/SF 1375 and HF 1061/SF 1376.

ACLU DISRUPTS DEPORTATION PIPELINE

... CONT'D FROM PAGE 1

"An objective inquiry into the legal reasonableness of an official's actions establishes that Defendant Wilkening's actions as a willful or malicious wrong and therefore not subject to immunity," Judge Anderson wrote.

Rodrigo Esparza, a plaintiff in the class action suit, is proud of the outcome. "Someone had to step up and stop this from happening to other people," he said.

"The court has made it crystal clear that holding an immigrant in jail after they would be released under state law is an unauthorized seizure under Minnesota law," said Norman Pentelovitch, an attorney with Anthony Ostlund Baer & Louwagie, who worked with the ACLU on the case. "Depriving people of their liberty is a fundamental and cruel violation of their constitutional rights, and we're glad the courts are holding Nobles County accountable."

The ACLU-MN's Greater Minnesota Racial Justice Project filed the case in September 2018. The county wrongly locked up at least a dozen people in 2018 — with one plaintiff, Maria de Jesus de Pineda, being held for 26 days despite paying two different bonds.

The ACLU-MN won a temporary restraining order, and the county unsuccessfully appealed to the Minnesota Court of Appeals, which ruled in our favor.

AWARD WINNER SPOTLIGHT

ANNOUNCING THE WINNERS OF THE FIRST ANNUAL LIBERTY AWARDS

A prominent immigration lawyer, a staff of public defenders, and community activists are taking home the ACLU of Minnesota's highest honors for their work defending and promoting the rights of all Minnesotans.

JOHN & MAGGIE MILLER

EARL LARSON AWARD

KIM HUNTER

The Earl Larson Award is given to an attorney or group of attorneys who have demonstrated a lifelong commitment to justice and civil liberties. That certainly fits Kim Hunter. Over the course of her career, she has stopped the deportation of many Somali refugees, laid the groundwork for dozens to reopen their cases and even obtain citizenship, and fought the unlawful denial of citizenship. Her work challenging unlawful immigration detention led to four federal court decisions now followed by at least a dozen other district courts. She's been such a vocal advocate for children detained in deplorable conditions at border camps, ICE banned her. Kim is currently spending several months volunteering at the southern border, helping people who are forced to "Remain in Mexico" while seeking asylum, due to the Trump administration's inhumane policies.

RONALD DEHARPPORTE

CHANGEMAKER AWARD

NOBLES COUNTY PUBLIC DEFENDERS

The Changemaker Award honors a local organization or group that is partnering with ACLU-MN to advance civil liberties in Minnesota. The Nobles County Public Defenders have assisted us in our lawsuits against the Nobles County Sheriff and the Worthington Police Department. The NCPD office has protected immigrant rights in Nobles County and kept us aware of detention violations. They have alerted us to cases across Minnesota, leading to several potential claims. The team has faced significant blowback from their work protecting immigrants and stopping police brutality. For example, the prosecutor's office filed a meritless ethics complaint against one public defender for simply doing her job in representing policy brutality victim Anthony Promvongsa.

ROOM & BOARD

TORCHBEARER AWARD

AMY KOOPMAN & THE FAMILY OF PHILANDO CASTILE

The Torchbearer Award honors individuals who have acted bravely to protect civil liberties in Minnesota. A police officer killed Philando Castile during a traffic stop. After her son's death, Valerie Castile founded the Philando Castile Relief Foundation, which helps victims of police violence and pays down school lunch debt. She also helped create a toolkit to prevent officer-involved fatalities. Philando's uncle, Clarence, served on a working group to reduce police shootings.

Amy Koopman saw Robbinsdale police pull over two Black men. She livestreamed the encounter and spoke out against police attempts to escalate the situation. Police charged Amy with obstruction. The ACLU won a dismissal, and Amy is now working with us to change policing practices.

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2020 ANNUAL MEETING OF ACLU-MN MEMBERS

The American Civil Liberties Union of Minnesota will hold its 2020 Annual Meeting of the members Saturday, April 25, 2020, at 9:00 a.m. at 2828 University Avenue, S.E., Suite 160, to elect directors, amend the by-laws, and conduct other appropriate business.

The Governance Committee hereby submits the following list of nominees as members of the Board of Directors:

Jonathan Abram is a partner at Dorsey & Whitney LLP's corporate group. He leads cutting-edge debt and equity securities offerings, advising public and private companies as well as investment banks. He frequently speaks and writes on capital markets and SEC compliance topics. He is past president of the ACLU-MN board.

Shira Burton is an assistant public defender with the Hennepin County Public Defender's Office. She graduated from NYU Law School, and was a fellow with the Arthur Garfield Hays Civil Liberties Program.

Mike Elliott is the mayor of Brooklyn Center and a small business owner. He founded and taught at Fastforward Education, a foundation dedicated to fostering academic success in Brooklyn Center secondary schools. He graduated from Hamline University School of Business with a degree in International Management and specializes in community outreach and organizing with local leaders.

Rachel Clark Hughey is a Partner and Shareholder at Merchant & Gould P.C. in Minneapolis and is a co-chair of her firm's appellate practice. A former Federal Circuit clerk, she specializes in patent litigation and appeals. She writes and lectures widely, provides significant pro bono services, and serves on a number of boards.

Lariss Maldonado grew up near the southern border in Texas, and having seen the impact broad policies have on marginalized communities, she is passionate about the work of the ACLU of MN. She is honored to serve as a member of the board since October 2016, most recently as Secretary. Lariss is a senior litigation associate at Stinson LLP and was recently recognized as a Top Lawyer Under 40 by the Hispanic National Bar Association.

Mai Moua oversees personal injury and immigration cases at the Mai N. Moua Law Office. She has been vice president of the Hmong American Bar Association, chair of the American Immigration Lawyers Association (AILA) – Minnesota/Dakotas Chapter, and sits on numerous other boards. She was a Minnesota Attorney of the Year in 2017. She graduated from William Mitchell College of Law.

Cathy Wassberg is vice president and general counsel for Hamline University, where she crafts policy, oversees litigation and negotiates strategic transactions. Before that, she specialized in litigation and HR management at Northwest Airlines. She graduated from the University of Chicago Law School and provides pro bono help to children who are wards of the state or are in foster care.

ACLU-MN AMENDED AND RESTATED BYLAWS

The Board of Directors hereby submits the following amendment to the corporation's by-laws, namely to replace the by-laws in their entirety with the following, including without limitation the procedures included in Sections 2 and 9 below for nominating Board candidates and for proposing resolutions and/or Bylaw changes for future meetings:

ARTICLE 1. MEMBERS

SECTION 1.1 Members. Any person who is a resident of Minnesota and who is a member in good standing of the

American Civil Liberties Union ("ACLU") shall be a Voting Member of the American Civil Liberties Union of Minnesota ("this corporation").

SECTION 1.2 Voting. Each Voting Member shall be entitled to one vote. No other members shall have voting rights.

SECTION 1.3 Honorary Members. The Board may confer honorary membership on any individual or entity. Honorary Members and Voting Members are collectively referred to as "Members."

SECTION 1.4 Interest in Property. Membership in this

corporation does not confer upon the Member any right, title, or interest in the real or personal property of this corporation.

SECTION 1.5 Resignation. Any Member may resign at any time by giving written notice to the Chair or the Secretary. Such resignation shall be effective without acceptance on the date of the receipt of such notice unless a later effective date is specified in the notice. Members who resign shall not be entitled to any refund of dues or other payments made to this corporation.

ARTICLE 2. MEETINGS OF MEMBERS

SECTION 2.1 Annual Meeting. The annual meeting of the Members for the election of Directors, the presentation of reports on the activities and financial condition of this corporation, and the transaction of such other business as may properly come before the meeting, shall be held each year on a date that is no more than 30 days before or 30 days after the first day of the corporation's fiscal year, at such time and place as may be designated by the Board.

SECTION 2.2 Special Meetings. Special meetings of the Members may be called at any time (a) by the Chair, (b) by the Board, or (c) upon written demand of at least 50 Voting Members or ten percent of the Voting Members, whichever is less. Anyone entitled to call a special meeting of the Members may make written request to the Chair to call the meeting, and the Secretary shall then give notice of the meeting, setting forth the time, place, and purpose thereof, to be held no later than 90 days after receiving the request. If the Secretary fails to give notice of the meeting within 60 days from the date on which the request is received by the Chair, the person or persons who called or demanded the meeting may fix the time and place of the meeting and give notice thereof in the manner hereinafter provided. If a special meeting is demanded by the Voting Members, the meeting shall be held in the county where the registered office is located. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting.

SECTION 2.3 Notice. The Secretary shall cause written notice of each meeting of the Members, stating the time and place thereof, to be mailed, postage prepaid, not less than 30 nor more than 60 days before the meeting, not counting the day of the meeting, to each Member at the address appearing in the latest available records of this corporation. The notice of the annual meeting shall also contain the following:

- (a) a list of all nominees for the Board nominated by the Board, which shall include the biographical statements of such nominees;
- (b) the names of candidates for the Board nominated by petition as of the time the notice is mailed, which shall

- include the biographical statements of such nominees;
- (c) all Bylaw amendments that have been proposed for the consideration of the Voting Members as of the time the notice is mailed;
- (d) all resolutions that have been proposed for the consideration of the Voting Members as of the time the notice is mailed; and
- (e) a description of procedures for future meetings for nominating candidates for the Board and for proposing resolutions and/or Bylaw changes.

Any Member may waive notice of a meeting before, at, or after the meeting, orally, in writing, or by attendance. Attendance at a meeting is deemed a waiver unless the Member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting, and the Member does not participate in the consideration of the item at that meeting. When any meeting of the Members is adjourned to another time and place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

SECTION 2.4 Petitioner Nominations. Voting Members may nominate Directors by communicating such nominations to the Chair not less than 90 days before the first day of the corporation's fiscal year. Such nominations must be accompanied by:

- (a) a petition signed by at least 25 Voting Members for each individual nominated;
- (b) a statement by the nominee that the nominee is willing to serve as a Director; and
- (c) a biographical statement of the nominee, which shall not be more than 300 words.

SECTION 2.5 Members List for Meeting; Record Date. The Board shall fix a date not more than 60 days before the date of each meeting of the Members as the date for determination of the Members entitled to notice of the meeting. If the Board fails to set such a date, the date shall be the 60th day before the date of the meeting. After fixing a record date for a meeting, the Secretary shall prepare a list of the names (in alphabetical order) and addresses of each Member (the "Membership List"). Beginning two business days after notice of the meeting is given, the Membership List shall be kept at the principal office of this corporation. Except as otherwise provided by law, the Membership List shall be available only to the Officers and staff of this corporation for use in the business of this corporation. Members shall have access to the Membership List only for the purpose of communicating with other Members concerning the meeting. Any such communication shall clearly indicate (a) the name(s) of the Member(s) on

whose behalf it is being made, and (b) that it is not being made on behalf of this corporation. For purposes of this paragraph, “access” means that Members may, at their own expense, have a commercial mailing house send information concerning the meeting to all or some of the Members. Within three days of receiving a Member’s request for access, this corporation’s staff shall designate a commercial mailing house, identify that commercial mailing house to the Member, and provide a copy of the Membership List to that commercial mailing house. Before receiving the Membership List, a mailing house must certify in writing that it will strictly protect the confidentiality of the list.

SECTION 2.6 Voting; Quorum. At all meetings of the Members, each Voting Member shall be entitled to cast one vote on any question coming before the meeting. Voting Members may not vote by proxy. Cumulative voting is not permitted. The presence of ten Voting Members shall constitute a quorum at any meeting of the Members. If a quorum has been present at a meeting and Voting Members have withdrawn from the meeting so that less than a quorum remains, the Voting Members still present may continue to transact business until adjournment. A majority vote of the Voting Members present at any meeting at which a quorum is present shall be sufficient to transact any business.

SECTION 2.7 Meeting Procedure. Except as the Board otherwise determines and except to the extent inconsistent with these Bylaws, the most recent edition of Robert’s Rules of Order shall govern the procedure of all meetings of the Members.

SECTION 2.8 Written Ballot. An action that may be taken at a meeting of Members may be taken by written ballot without a meeting in accordance with Minnesota Statutes Section 317A.447.

ARTICLE 3. DIRECTORS

SECTION 3.1 Number and Method of Election; Qualification. The Board of this corporation shall consist of no fewer than 21 and no more than 75 persons (“Director(s)”). Subject to such limitation, the number of Directors shall be such as may be designated from time to time by the Board. Except as otherwise provided in Section 3.3, Directors shall be elected by the Voting Members at annual meetings. All Directors must be Voting Members.

SECTION 3.2 Terms.

(a) Except as otherwise provided in this Section 3.2, each Director shall be elected to serve for a term of three years. Directors shall hold office for the terms for which they were elected and, unless the Board has determined that a successor will not be elected, until a successor has been elected and until such successor has qualified, or until the Director’s death, resignation, or removal.

(b) Any Director who has served on the Board for nine

consecutive years, is ineligible for re-nomination or reelection for one year from the time the Director’s term expires or the Director resigns or is removed from the Board.

(c) Notwithstanding anything in this Section 3.2 to the contrary, a Director’s final term shall be extended by up to four years to allow the Director to serve as Chair-Elect, Chair, and Immediate Past Chair.

(d) The Board may divide itself into two or more classes with staggered terms. The terms of office of the classes need not be uniform. Prior to the election or reelection of a Director to serve a term, and subject to Section 3.2(b), the Board may change the duration of that Director’s term to the extent necessary to facilitate the formation and maintenance of these classes of Directors.

(e) For purposes of calculating a Director’s years of service, counting begins with the annual meeting nearest in time to the Director’s election to Board.

SECTION 3.3 Removal; Resignation; Vacancies. The Board may remove any Director or Honorary Director who fails to attend meetings consistently or whose behavior is inconsistent with the values of this corporation. Any Director or Honorary Director may resign at any time by giving written notice to the Chair or the Secretary. The resignation shall be effective without acceptance when the notice is received by the Chair or the Secretary, unless a later effective date is specified in the notice. Any Director vacancy may be filled by a person elected by a majority of the remaining Board. Each person elected to fill a Director vacancy shall hold office until confirmed by the Voting Members at the next annual meeting or at any special meeting duly called for that purpose.

SECTION 3.4 Honorary Directors. The Board may, from time to time, elect one or more Honorary Directors of this corporation. Honorary Directors must be Voting Members. Honorary Directors may not vote on matters coming before the Board and shall not be counted to determine the size of the Board or to establish a quorum. Any such election shall be for such term and based on such criteria as determined by the Board.

SECTION 3.5 Compensation. Directors and Honorary Directors shall not receive any compensation for their service in such capacity.

ARTICLE 4. MEETINGS OF THE BOARD

SECTION 4.1

Meetings. The Board must hold at least four meetings each fiscal year, one of which shall be designated as the annual meeting. Meetings of the Board may be called at any time (a) by the Chair, or (b) upon the written request of six or more Directors and Honorary Directors. Anyone entitled to call a meeting of the Board may make a written request to

the Secretary to call the meeting, and the Secretary shall give notice of the meeting, setting forth the time and place thereof, to be held between 30 and 60 days after receiving the request. If the Secretary fails to give notice of the meeting within 60 days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place of the meeting and give notice in the manner hereinafter provided.

SECTION 4.2 Notice of Meetings. The Secretary shall cause notice of each meeting of the Board, stating the time and place thereof, to be mailed to each Director and Honorary Director at least 30 days before the meeting at the address appearing in the latest available records of this corporation; provided, however, that only three days' notice by electronic communication (or any other similarly immediate means of communication to Directors and Honorary Directors who are unable receive notice electronically) need to be given in the event that the Chair determines in their sole discretion that an urgent meeting is necessary. For any meeting at which an Officer or Officers will be elected, the notice shall include the name or names of the persons proposed for such office or offices by the Governance Committee. Any Director or Honorary Director may waive notice of a meeting before, at, or after the meeting, orally, in writing, by electronic communication, or by attendance. Attendance at a meeting is deemed a waiver unless the Director or Honorary Director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, and the Director or Honorary Director does not participate in the meeting.

SECTION 4.3 Quorum and Voting. The presence of one-third of the Directors shall constitute a quorum at any meeting thereof, but the Directors present at any meeting, although less than a quorum, may adjourn the meeting from time to time. If a quorum is present when a duly called meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal of one or more Directors leaves less than a quorum. At all meetings of the Board, each Director shall be entitled to cast one vote on any question coming before the meeting. A majority vote of the Directors present at any meeting (if there is a quorum) shall be sufficient to transact any business, unless a greater number of votes is required by law or these Bylaws. A Director may not appoint a proxy or vote by proxy.

SECTION 4.4 Meeting Procedure. Except as the Board otherwise determines and except to the extent inconsistent with these Bylaws, the most recent edition of Robert's Rules of Order shall govern the procedure of all meetings of the Board.

SECTION 4.5 Action Without a Meeting. An action required or permitted to be taken at a meeting of the Board, other than an action requiring approval of Voting Members,

may be taken by written action signed by, or consented to by authenticated electronic communication, all of the Directors, or, if permitted by the Articles of Incorporation, by the number of Directors that would be required to take the same action at a meeting of the Board at which all Directors were present.

ARTICLE 5. OFFICERS

SECTION 5.1 Officers. The officers of this corporation shall be a Chair, an Immediate Past Chair or a Chair-Elect (as applicable), one or more Vice Chairs (as applicable), a Secretary, and a Treasurer (individually and collectively, "Officer" and "Officers").

SECTION 5.2 Qualifications. The same person may hold more than one office at the same time, except the offices of Chair, Immediate Past Chair, and Chair-Elect. The Officers must be Directors who are at least 18 years of age and shall be selected by the Board from a list of candidates set forth by the Governance Committee.

SECTION 5.3 Terms. Officers shall be elected at the annual meeting by the Board to serve as follows:

- (a) the Chair shall serve one two-year term, and shall not be eligible to serve again as Chair for one year after the end of that term;
- (b) the Immediate Past Chair shall serve one one-year term following service as Chair;
- (c) the Chair-Elect shall serve one one-year term and shall become Chair without further action by the Board upon the expiration of that term;
- (d) all other Officers may serve one or more one-year terms;
- (e) all Officers shall continue serving until their respective successors are elected and have qualified;
- (f) for purposes of calculating an Officer's years of service, counting begins with the annual meeting nearest in time to the Officer's election.

SECTION 5.4 Removal of Officers. The Board may remove an Officer at any time with or without cause. Any Officer may resign at any time by giving written notice to the Chair or the Secretary. The resignation shall be effective without acceptance when the notice is received by the Chair or the Secretary, unless a later effective date is specified in the notice.

SECTION 5.5 Chair. The Chair shall be the leader of the Board of this corporation. The Chair shall: (a) when present, chair the meetings of the Members and the Board; (b) sign and deliver in the name of this corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of this corporation, 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 Articles of Incorporation, the Bylaws,

or the Board to another person; and (c) perform such other duties as are prescribed by the Board.

SECTION 5.6 Chair-Elect. The Chair-Elect shall assist the Chair in the performance of the Chair's duties and shall be prepared to become Chair at the end of the Chair's term.

SECTION 5.7 Immediate Past Chair. The Immediate Past Chair shall assist the Chair in the performance of the Chair's duties as requested by the Chair.

SECTION 5.8 Vice Chairs. The Board may, but need not, elect one or more Vice Chairs, who shall assist the Chair in the performance of the Chair's duties.

SECTION 5.9 Secretary. The Secretary shall provide for the keeping of accurate minutes of all meetings of the Board and shall be responsible for the custody of the records, documents, and papers of this corporation. The Secretary shall provide for the keeping of proper records of all transactions of this corporation and shall have, and may exercise, any and all other powers and duties granted by law, regulation, or practice to the office of Secretary, or provided for by these Bylaws.

SECTION 5.10 Treasurer. The Treasurer shall perform or ensure the performance of the following duties: (a) keep accurate financial records of this corporation; (b) deposit money, drafts, and checks in the name of and to the credit of this corporation in the banks and depositories designated by the Board; (c) endorse for deposit notes, checks, and drafts received by this corporation as ordered by the Board, making proper vouchers for the deposit; (d) disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the Board; and (e) upon request, provide the Chair and the Board an account of transactions of this corporation and of the financial condition of this corporation.

SECTION 5.11 Succession. During the absence or disability of the Chair, the powers and duties of the Chair shall be assumed, if necessary, by the following persons who shall be present at the time and able to act, in the following order: Immediate Past Chair, Chair-Elect, Vice Chairs (ranked in order of their seniority in the office or, in the event of simultaneous election as Officers, in order of their seniority as Directors or, in the event of simultaneous election to the Board, in order of their seniority as Voting Members), Secretary, and Treasurer.

SECTION 5.12 Additional Powers. The Officers shall have, in addition to the powers conferred by these Bylaws, such powers, and shall perform such additional duties, as may be prescribed from time to time by the Board.

ARTICLE 6. AFFILIATE POSITIONS

SECTION 6.1 Affiliate Representative. The Board shall elect one of the Voting Members of the corporation to serve as

its Affiliate Representative on the Board of the ACLU. The Affiliate Representative shall serve one or more terms as provided in the Bylaws of the ACLU.

SECTION 6.2 Affiliate Equity Officer. The Board shall elect one of the Voting Members of the corporation to serve as its Affiliate Equity Officer, with responsibilities and terms of service as the Board shall from time to time determine to be consistent with the policies of the ACLU.

ARTICLE 7. COMMITTEES

SECTION 7.1 Authority. The Board may establish committees consisting of not fewer than three members having the authority of the Board to the extent provided, which the Board may withdraw or amend at any time. Each such committee shall be subject to the control and direction of the Board. The Chair shall appoint the chair (or co-chairs) and members of each committee. The Chair shall be a member of all committees. Members of committees other than members of the Executive Committee need not be Directors but must be Voting Members. The chair or co-chairs, and a majority of the members, of each committee must be Directors.

SECTION 7.2 Executive Committee. The Executive Committee shall be composed of the Officers and shall be chaired by the Chair. The Chair may appoint additional Directors who are not Officers to serve on the Executive Committee. Any additional Executive Committee member appointed by the Chair is subject to removal by a majority vote of the Board (not counting the Director subject to removal). Subject to the Board's removal power, any Director so appointed shall serve on the Executive Committee until the end of the fiscal year in which that Director was appointed to it, but is eligible for reappointment in subsequent fiscal years. The Executive Committee shall have the authority of the Board between meetings of the Board but shall be subject to the control and direction of the Board. Each individual on the Executive Committee shall be entitled to one vote, regardless of the number of offices that individual holds.

SECTION 7.3 Governance Committee. The Governance Committee shall be composed of at least three members, including a chair, who shall be nominated by the Chair and approved by the Board. The Chair-Elect shall be a member, but not the chair, of the Governance Committee. The Governance Committee shall recommend to the Board nominees for election to the Board and candidates for positions as Officers and shall have such additional powers and duties as the Board may determine.

SECTION 7.4 Meetings, Quorum, and Voting. The chair of each committee shall call and hold meetings upon such reasonable notice and pursuant to such reasonable procedures as the chair shall determine. The presence of at least three members of a committee, a majority of whom are Directors of

the corporation, shall be required for a quorum.

SECTION 7.5 Action Without a Meeting. Any action that could be taken at a meeting may be taken by written action signed by, or consented to by authenticated electronic communication, a majority of the committee members.

ARTICLE 8. INDEMNIFICATION AND ADVANCES

SECTION 8.1 Indemnification. This corporation shall indemnify its Directors, Officers, committee members, and employees as required or permitted by Minnesota Statutes Section 317A.521, subd. 2, as amended from time to time, or as required by other provisions of law; provided, however, that no person may be indemnified with respect to their bad faith, gross negligence, or willful misconduct, as determined by the Board in its sole discretion.

SECTION 8.2 Advances. This corporation shall advance expenses approved by the Board as described in Minnesota Statutes Section 317A.521, subd. 3, as amended from time to time, subject to an obligation to repay to the extent the advances are not so required or permitted. This Section does not limit the ability of a person to receive advances as an insured under an insurance policy maintained by this corporation.

ARTICLE 9. AMENDMENTS TO THE BYLAWS

SECTION 9.1 Amendment by the Board. The Board may amend the Bylaws by a resolution approved by the Board, subject to the power of the Voting Members to amend the Bylaws.

SECTION 9.2 Amendment by the Voting Members.

- (a) Proposal by the Board. The Board may also propose an amendment to the Bylaws by adopting a resolution setting forth the proposed amendment and directing that it be submitted for adoption at a meeting of the Voting Members.
- (b) Proposal by Minority of the Board. An amendment to the Bylaws may also be proposed by (a) written resolution signed by any five Directors or (b) written resolution signed by any two Directors and accompanied by the written endorsement of 100 Voting Members and delivered to the Secretary setting forth the proposed amendment and directing that it be submitted for adoption at a meeting of the Members.
- (c) Voting Member Proposal. An amendment to the Bylaws may also be proposed by written resolution by a Voting Member accompanied by the written endorsement of at least 150 Voting Members and delivered to the Secretary setting forth the proposed amendment and directing that it be submitted for adoption at a meeting of the Members.
- (d) Meetings; Voting. Each proposed amendment to the Bylaws requiring adoption at a meeting of the Members shall be considered at the next annual meeting of the Members, unless the party proposing the amendment makes a demand to the

Chair for a special meeting. If a special meeting is demanded, the Secretary shall call a special meeting pursuant to Section 2.2 hereof. An amendment to the Bylaws shall be adopted upon the affirmative vote of 80% of the Voting Members present at the meeting, so long as at least 20 Voting Members are present.

(e) Notice to Members. Notice of a meeting at which an amendment to the Bylaws will be submitted for adoption by the Voting Members shall include a copy or summary of each proposed amendment and shall be mailed to each Member at least 30 days prior to the meeting at which the amendment is to be considered.

ARTICLE 10. MISCELLANEOUS

SECTION 10.1 Fiscal Year. Unless otherwise fixed by the Board, the fiscal year of this corporation shall begin on April 1 and end on March 31.

SECTION 10.2 Corporate Seal. This corporation shall have no seal.

SECTION 10.3 Electronic Communications. Any meeting required or permitted under these Bylaws may be attended either in person or by any means of communication through which all participants may simultaneously hear one another.

SECTION 10.4 Mail. With the written consent of the recipient, any requirement in these Bylaws that information or notices be sent by mail may be satisfied by an equivalent electronic communication (including emails or text messages) sent to the email address or cell phone number on file with the corporation. Providing one's email address or cell phone number to the corporation constitutes such written consent unless such consent is expressly withheld.

SECTION 10.5 Authority to Borrow, Encumber Assets. No Director, Officer, agent, or employee of this corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage, or to pledge its real or personal property, except to the extent of the authority delegated by resolutions adopted from time to time by the Board.

SECTION 10.6 Execution of Instruments. All deeds, mortgages, bonds, checks, contracts, and other instruments pertaining to the business and affairs of this corporation shall be signed on behalf of this corporation by the Chair by such other persons as the Board may designate.

SECTION 10.7 Deposit of Funds. All funds of this corporation shall be deposited to the credit of this corporation in such banks, trust companies, or other depositories as the Board may approve or designate, and all such funds shall be withdrawn only in the manner authorized by the Board.

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Civil Liberties News
Newsletter of the American Civil Liberties Union Foundation of MN

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Visit www.aclu-mn.org/en/events

Liberty Awards

Thursday, April 23, 5:30 - 8 p.m. | The Town & Country Club
Join us as we recognize efforts to protect and promote civil liberties in Minnesota.

ACLU-MN at Twin Cities Pride Festival

Saturday, June 27 - Sunday, June 28
Celebrate our work for LGBTQ+ rights by visiting our booth and watching the parade.

ACLU-MN at the Minnesota State Fair

Thursday, Aug. 27 - Monday, Sept. 7
Visit our booth at the Minnesota State Fair to learn more about our fight for civil liberties.

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