

## Ballot to Amend the AAW Bylaws

The current AAW Bylaws were revised by the Bylaws Committee to ensure continued compliance with Federal and Minnesota laws. The Board adopted a comprehensive revision of the Bylaws on June 2, 2026. Seven of the adopted provisions affect Core Member Rights and require ratification by the membership before they take effect. Below is a summary of the current bylaws, and the full proposed bylaws, followed by the reason for the revision. The Board recommends that members approve the changes, since all seven were adopted together as part of one comprehensive revision and each protects or clarifies a Core Member Right. Voting will be conducted electronically on the AAW website from November 1–30, 2026. Members will cast one vote covering all seven provisions together as a single package; individual provisions cannot be voted on separately.

### Article 3, §3.01(D) — Electronic Notice and Consent

**Current Bylaw:** No provision exists. Electronic notice was not addressed.

**Proposed Bylaw:**

D. Consent: In accordance with Minnesota Statutes Section 317A.450, the Corporation may provide any notice, report, or corporate communication to members via electronic communication (such as email) to the electronic address on file with the Corporation.

1. Deemed Consent: By applying for membership, paying annual dues, or maintaining an active membership status, a member is deemed to have consented to receive such communications electronically.
2. Authentication: The Corporation shall maintain a record of the electronic addresses provided by members. A communication sent to the address provided by the member shall be considered “authenticated” under state law.
3. Right to Revoke: A member may revoke this consent at any time by providing written notice to the Secretary of the Corporation. Upon revocation, the Corporation shall provide all required notices via United States mail or personal delivery.
4. Member Responsibility: It is the responsibility of each member to provide the Corporation with a current, valid email address and to notify the Corporation of any changes to that address.

*Minnesota law allows electronic notice only with member consent, and the current Bylaws have no consent mechanism. This provision establishes that consent, while fully protecting any member who prefers paper mail, and lets AAW reach members faster and at lower cost.*

### Article 3, §3.02 — Termination of a Member

**Current Bylaw:** No provision exists. There is no formal process for terminating a membership.

**Proposed Bylaw:**

A. Grounds for Termination: The Board may terminate a member for cause, including actions detrimental to the AAW or violations of governing policies.

B. Process and Due Process: No member shall be terminated without a fair and reasonable process, which must include at least fifteen (15) days’ prior written notice and an opportunity for the member to be heard.

C. Authority to Adopt Procedures: The Board shall establish and maintain written procedures governing notice, hearings, and appeals for member termination.

These governing procedures shall be documented in a Board-approved “Member Termination Policy” found in the Member Policy Handbook.

D. Vote Requirement: A two-thirds (2/3) affirmative vote of the directors present at a meeting where a quorum is established is required for termination of a member.

*The current Bylaw sets no standard for how or why a membership could end. This provision replaces that silence with guaranteed due process: advance notice, a right to be heard, and a supermajority Board vote. This change will also protect members from arbitrary expulsion.*

### Article 4, §4.02 — Member Petitions

**Current Bylaw:** Special-meeting petition requires 5% of voting members. Bylaw-amendment or director-removal petition requires 10%.

**Proposed Bylaw:**

A. Right to Petition: Members with voting rights in good standing may initiate or sign petitions to propose actions or governance changes within the power of the members under Minnesota law and these Bylaws.

B. Petition Thresholds and Special Meetings: A special meeting of members shall be held upon a written demand signed by at least ten percent (10%) of members with voting rights, or fifty (50) members with voting rights, whichever is less, and delivered to the President or Secretary, as provided in Minn. Stat. § 317A.433.

C. Petition Purposes: 1. General Action: Proposing general business for a vote at an annual or special meeting. 2. Special Governance Action: Calling a special meeting for the purpose of initiating changes to these Bylaws (Minn. Stat. 317A.171–.181) or to remove a director from office, as provided in Minn. Stat. § 317A.223, shall require a petition signed by at least fifteen percent (15%) of members with voting rights. If the Board fails to call the special meeting within thirty (30) days of the petition delivery, the petitioning members may call the meeting themselves.

D. Petition Procedures: The Board of Directors shall maintain written procedures governing member petitions (including submission, verification, and notice) that do not unreasonably restrict the right of members to petition. These procedures

shall be consistent with Minnesota Law and found on the AAW website.

*Routine petitions become easier to bring, while major actions require broader support. The right to petition itself remains fully protected in the Bylaws; only the administrative mechanics move to a website policy so they can be updated without a bylaw amendment.*

#### **Article 5, §5.03 — Board Elections**

**Current Bylaw:** Did not set a quorum requirement for a valid Board election.

**Proposed Bylaw:**

Section 5.03 Board Election: The annual election for the Board of Directors is held via electronic ballot under Minn. Stat. 317A.447, separate from the annual meeting at a date to be determined by the Board.

A. Quorum: A quorum of five percent (5%) of the members must vote in an election for the Board in order for the election to be valid.

*The current Bylaws set no minimum participation for an election to be valid. This establishes a 5% quorum, protecting the integrity of every election with a guaranteed baseline of member turnout.*

#### **Article 5, §5.06(B) — Removal of a Director by the Membership**

**Current Bylaw:** Members may remove a director by majority vote, following the Member-Initiated Petition procedure. No participation quorum specified.

**Proposed Bylaw:**

5.06(B) - Removal by the Membership: Any appointed or elected Director may also be removed at any time, with or without cause, by a majority vote of members casting ballots, provided that a quorum of fifteen percent (15%) of members with voting rights participates in the vote. Such removal must follow the Member-Initiated Petition procedures prescribed in Article 4, including the petition threshold and voting procedures set forth therein.

*Members' right to remove a director by majority vote is unchanged. The only addition is a 15% participation quorum, ensuring removal reflects genuine, broad-based member sentiment rather than a small turnout.*

#### **Article 11 — Voluntary Dissolution**

**Current Bylaw:** No provision exists. The current Bylaws do not address dissolution or distribution of AAW assets.

**Proposed Bylaw:**

A. The AAW may be dissolved in accordance with its Articles of Incorporation and Minn. Stat. § 317A. Upon dissolution of the AAW, all remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to government for a public

purpose. The Board in office at the time of dissolution shall be responsible for the distribution of these assets, subject to the member vote required by Section B, ensuring that, pursuant to Minn. Stat. § 317A.811, the Attorney General is notified and required waiting periods are observed. This Section is subject to, and limited by, the Articles of Incorporation; in the event of any conflict, the Articles shall control.

B. Members have the right to vote on a dissolution of the AAW and the distribution of AAW assets. No assets shall be transferred or conveyed until the statutory 45-day waiting period (or any 30-day extension thereof) has expired, or until the Attorney General has provided a written waiver of the waiting period under Minn. Stat. § 317A.811.

*This fills a gap required by Minnesota nonprofit law and federal tax rules, and guarantees members a vote before any dissolution or distribution of AAW's assets can proceed.*

#### **Article 16 — Bylaw Amendments**

**Current Bylaw:** Board may amend Bylaws by majority vote, except where a vague "fundamental principle" standard triggers a member vote.

**Proposed Bylaw:**

Section 16.01 — Board Authority to Amend Bylaws: The Board may adopt, alter, amend, or repeal these Bylaws by an affirmative vote of two-thirds (2/3) of the directors then in office, provided the proposed amendment text was included in the meeting notice, and the amendment does not affect any Core Member Right enumerated in Section 16.03 (which requires member approval).

Section 16.03 — Member Approval Required for Core Member Rights: Any bylaw revision(s) that affects the rights of members to vote, nominate candidates, call a meeting, receive notice, petition the Board, or adopt, amend, or repeal any core governance of these bylaws, must be approved by the members.

Section 16.04 — Member Voting Procedure for Core Member Rights Amendments: (A) A 10%-member quorum and a majority of those present is needed to change core rights under § 16.03; (B) A 15%-member quorum and a majority of those present is needed to remove a director per Article 5.06(B); (C) Voting may be conducted electronically without a physical meeting, per Minn. Stat. § 317A.447.

*This makes it harder for the Board to amend the Bylaws unilaterally, and replaces an undefined standard with a clear, specific list of member rights and the exact vote required to change each — strengthening members' control over the Bylaws.*