

**BYLAWS OF
CARGILL CARES ALUMNI – TWIN CITIES**

ARTICLE 1 – NAME AND PURPOSE

Section 1: Name: The name of the organization is Cargill Cares Alumni – Twin Cities (CCA). It is an unincorporated nonprofit association managed in cooperation with Cargill, Incorporated and the Cargill Foundation (collectively referred to as “Cargill”).

Section 2: Purpose: The purpose of the organization is to promote volunteer efforts that align with and support the Cargill vision and mission, plus promote social and educational activities.

Section 3: Objectives: The objectives of the organization shall be to:

- Identify and promote opportunities for members to participate in Cargill community engagement activities.
- Encourage members to participate in volunteer efforts and be goodwill ambassadors in their local community.
- Act as resource to Cargill as needed.
- Identify and promote activities for members by providing:
 - Volunteer opportunities that match their personal interests.
 - Programs/activities/communication that allows interaction with other CCA members.
 - Social activities that enhance their active lifestyle.
 - Educational opportunities that enhance their active lifestyle.

ARTICLE 2 – LOCATION

The mailing address for transacting the business of this organization is at the Cargill, Incorporated office center at 15407 McGinty Road West, Wayzata, Minnesota, 55391.

ARTICLE 3 – MEMBERSHIP

Any person formerly employed by Cargill, and their respective spouses/partners, are eligible to become a member of this organization. Members do not pay dues and do not vote in elections.

ARTICLE 4 – BOARD OF DIRECTORS

Section 1: CCA and Cargill: CCA will be managed in cooperation with Cargill and its liaisons in order to fulfill the purpose and objectives of CCA.

Section 2: Board Role, Size and Compensation: The Board is responsible for overall policy and direction of the organization, and delegates responsibility of operations to committees. No compensation will be paid to CCA Board members. Expenses incurred in the regular conduct of business will be pre-approved by the Board and Cargill. The Board will consist of the following officers plus up to 17 members at large:

- President
- Vice President (President Elect)
- Immediate Past President
- Treasurer
- Recording Secretary

Section 3: Elections: Prior to the end of the fiscal year, the president will provide a slate of officer nominations for president and vice president and submit it to the Board for vote. Other names may be placed in nomination by members of the Board. New Board members may be elected at any Board meeting. Vacancies on the board resulting from death, resignation, removal, or disqualification of an officer or director shall be filled by the affirmative vote of a majority of the remaining Board members.

Section 4: Terms: Terms for officers will be from June 1 to May 31, CCA’s fiscal year.

- A Board member will serve for a three-year term. Board members may serve more than one term, either consecutively or nonconsecutively.
- The president and vice president will be elected for a one-year term. Officers may be elected to serve more than one term, consecutively or nonconsecutively.
- The vice president is automatically nominated for the next year’s president.
- The immediate past president will serve a one-year term.
- The president will appoint a treasurer for a one-year term.
- The president will appoint a recording secretary as needed.

Section 5: Quorum: A majority of Board members must be present for the transaction of business at any Board meeting.

Section 6: Acts of the Board: The Board of Directors shall take action by the affirmative vote of a majority of directors constituting a quorum present at the duly held meeting, except where otherwise noted in these Bylaws.

Section 7: Meetings and Notice: The Board will meet at least once per year. Meetings of the board will be generally held monthly at CCA’s principal location or any other location. A conference among Board members by any means of communications through which the directors may simultaneously hear each other during the conference constitutes a Board of Directors meeting. An official Board meeting requires each Board member have written (mail or electronic) notice at least 7 days in advance.

Section 8: Action Without a Meeting: Upon initiative of the president or Executive Committee, an action may be taken without a Board meeting if the president mails or electronically delivers a ballot to all Board members. The ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by ballot is valid only with affirmative vote of a majority of directors of the full Board.

Section 10: Officer Duties:

President. The president will have responsibility and authority for the general active management of the business of this organization.

Vice President. The vice president will perform the duties and exercise the powers of the President in his or her absence and will perform such other duties as the Board may from time to time prescribe or as may be delegated by the president.

Immediate Past President. The immediate past president will perform such other duties as the Board may from time to time prescribe or as may be delegated by the president.

Treasurer. The Treasurer will maintain required financial records and report financial transactions as specified by the Board.

Recording Secretary. The secretary is responsible for keeping records of Board actions, including taking of minutes at all Board meetings and distributing copies of minutes.

ARTICLE 5 - COMMITTEES

Section 1: Committee Formation: The board may create ad hoc or standing committees as needed, with duties and responsibilities as identified and delegated by the Board, from time to time.

Section 2: Executive Committee: The executive Committee will consist of the president, vice president, immediate past president and one or more Board members as selected by the president. The president will call for meetings as deemed necessary. The Executive Committee will have such duties and responsibilities as identified and delegated by the Board, from time to time.

ARTICLE 6 – MEETINGS

Section 1: Member Meetings: An annual meeting of the general CCA membership normally will be held during the second calendar quarter.

Section 2: Remote Meetings: Any meeting may be conducted solely by one or means of remote communication and the number of participants is sufficient to constitute a quorum at the meeting. Remote communication means communication via electronic communication, conference telephone, video conference, the Internet, or such other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis.

ARTICLE 7 – AMENDMENTS TO BYLAWS

These Bylaws may be changed, amended or deleted by a two-thirds majority of the full Board of Directors. Proposed amendments will be sent to all Board members with regular Board announcements.

Approved by the Board of Directors February 10, 2021

Supersedes Bylaws Dated September 12, 2018